

**ANNUAL STATEMENT**  
**OF THE**  
**AMERIGROUP Tennessee, Inc.**

**of**  
**Nashville**  
**in the state of**  
**Tennessee**

**TO THE**  
**Insurance Department**  
**OF THE STATE OF**  
**Tennessee**

For the Year Ending  
December 31, 2012

**2012**

HEALTH

**2012**



# ANNUAL STATEMENT

## For the Year Ending December 31, 2012

### OF THE CONDITION AND AFFAIRS OF THE

## AMERIGROUP Tennessee, Inc.

NAIC Group Code	0671 <small>(Current Period)</small>	1156 <small>(Prior Period)</small>	NAIC Company Code	12941	Employer's ID Number	20-4776597
Organized under the Laws of	Tennessee		State of Domicile or Port of Entry	Tennessee		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]		Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	04/26/2006		Commenced Business	04/01/2007		
Statutory Home Office	22 Century Boulevard, Suite 310 <small>(Street and Number)</small>		Nashville, TN, 37214 <small>(City or Town, State, Country and Zip Code)</small>			
Main Administrative Office	Virginia Beach, VA, 23462 <small>(City or Town, State, Country and Zip Code)</small>		4425 Corporation Lane <small>(Street and Number)</small>		(757)490-6900 <small>(Area Code) (Telephone Number)</small>	
Mail Address	4425 Corporation Lane <small>(Street and Number or P.O. Box)</small>		Virginia Beach, VA, 23462 <small>(City or Town, State, Country and Zip Code)</small>			
Primary Location of Books and Records	Virginia Beach, VA, 23452 <small>(City or Town, State, Country and Zip Code)</small>		4425 Corporation Lane <small>(Street and Number)</small>		(757)490-6900 <small>(Area Code) (Telephone Number)</small>	
Internet Website Address	www.amerigroup.com					
Statutory Statement Contact	Margaret Mary Roomsburg <small>(Name)</small>		(757)473-2721 <small>(Area Code)(Telephone Number)(Extension)</small>			
	Margaret.Roomsburg@amerigroup.com <small>(E-Mail Address)</small>		(757)557-6742 <small>(Fax Number)</small>			

### OFFICERS

Name	Title
Alvin Brock King	President/CEO
Edna Laverne Willingham	Vice President/COO
Kathleen Susan Kiefer	Secretary #
Nicholas Joseph Pace	Vice President/Asst. Secretary #
Robert David Kretschmer	Treasurer #
Scott Wayne Anglin	Vice President/Asst. Treasurer #

### OTHERS

Kendall Benjamin Edwards, Vice President, Finance #

### DIRECTORS OR TRUSTEES

Charles Brian Shipp	Carter Allen Beck #
Wayne Scott DeVeydt #	Catherine Irene Keleghan #
Alvin Brock King	

State of Virginia  
County of Virginia Beach ss

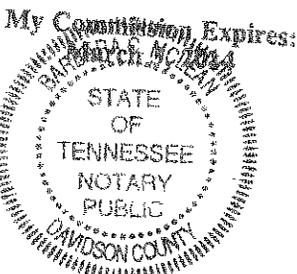
The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

 _____ <small>(Signature)</small> Alvin Brock King <small>(Printed Name)</small> 1. President/CEO <small>(Title)</small>	 _____ <small>(Signature)</small> Kathleen Susan Kiefer <small>(Printed Name)</small> 2. Secretary <small>(Title)</small>	 _____ <small>(Signature)</small> Robert David Kretschmer <small>(Printed Name)</small> 3. Treasurer <small>(Title)</small>
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Subscribed and sworn to before me this 22nd day of January, 2013

- a. Is this an original filing? Yes[X] No[ ]  
 b. If no, 1. State the amendment number \_\_\_\_\_  
 2. Date filed \_\_\_\_\_  
 3. Number of pages attached \_\_\_\_\_

\_\_\_\_\_  
(Notary Public Signature)



 **Amerigroup**  
**Representation Concerning Matters Pertaining to**  
in healthcare.  
**Examination of Statutory Actuarial Items**

To: OptumInsight

FROM: AMERIGROUP Corporation

In connection with your examination of the unpaid claim liability to be included in the statutory annual statement of AMERIGROUP Tennessee, Inc. (Company) as of December 31, 2012, I represent that to the best of my knowledge and belief:

1. All information which would affect the actuarial items examined has been given to you;
2. Basic records, listings, summaries and other information furnished to you, and underlying the calculation of the actuarial items identified below, are accurate and complete; and
3. No methods or procedures employed by the Company, now or in the past, would preclude the accurate determination of the actuarial items examined.
4. At-risk providers are in a financial position to meet all liabilities under any incentive contracts with payers.

I understand that you have relied on these items to perform your analysis and have not audited the accuracy or completeness of these items.

With respect to assets and liabilities of AMERIGROUP Tennessee, Inc. as of December 31, 2012, I represent that to the best of my knowledge and belief, the statutory statement, together with related exhibits, schedules and explanation therein contained, annexed or referred to, is a complete and fair statement of all the assets and liabilities and the condition of affairs of the Company as of December 31, 2012.

Signed Kathleen A Tottle

Name Kathleen Tottle

Title SVP, Corporate Actuarial

Date 2/5/13

Address 4425 Corporation Lane, VA 23462

Phone Number 757-321-3557

Signed Margaret Roomsburg

Name Margaret Roomsburg

Title SVP

Date 2/5/13

Address 4425 Corporation Lane, VA 23462

Phone Number 757-473-2721

4425 Corporation Lane  
Virginia Beach, Virginia 23462  
757.490.6900  
www.amerigroupcorp.com

**Statement of Actuarial Opinion**  
**AMERIGROUP Tennessee, Inc.**  
**December 31, 2012**

This Opinion is:	<input checked="" type="checkbox"/> Unqualified	<input type="checkbox"/> Qualified	<input type="checkbox"/> Adverse	<input type="checkbox"/> Inconclusive
Identification Section	<input checked="" type="checkbox"/> Prescribed Wording Only	<input type="checkbox"/> Prescribed Wording with Additional Wording	<input type="checkbox"/> Revised Wording	
Scope Section	<input checked="" type="checkbox"/> Prescribed Wording Only	<input type="checkbox"/> Prescribed Wording with Additional Wording	<input type="checkbox"/> Revised Wording	
Reliance Section	<input checked="" type="checkbox"/> Prescribed Wording Only	<input type="checkbox"/> Prescribed Wording with Additional Wording	<input type="checkbox"/> Revised Wording	
Opinion Section	<input type="checkbox"/> Prescribed Wording Only	<input type="checkbox"/> Prescribed Wording with Additional Wording	<input checked="" type="checkbox"/> Revised Wording	
Relevant Comments	Filing meets requirements of the state of domicile, which is the only state for which a statement is filed		<input checked="" type="checkbox"/> Revised Wording	
<input type="checkbox"/> The Actuarial Memorandum includes "Deviation from Standard" wording regarding conformity with an Actuarial Standard of Practice				

I, John C. Lloyd, am associated with the firm of OptumInsight. I am a member of the American Academy of Actuaries and have been retained by AMERIGROUP Tennessee, Inc. to render an opinion with regard to loss reserves, actuarial liabilities and related items. I was appointed on December 3, 2009 in accordance with the requirements of the annual statement instructions. I meet the Academy qualification standards for rendering the opinion.

I have examined the assumptions and methods used in determining loss reserves, actuarial liabilities and related items listed below, as shown in the annual statement of the organization as prepared for filing with state regulatory officials, as of December 31, 2012.

A. Claims unpaid (Page 3, Line 1)	\$72,842,721
B. Accrued medical incentive pool and bonus payments (Page 3, Line 2)	\$127,952
C. Unpaid claims adjustment expenses (Page 3, Line 3)	\$1,472,203
D. Aggregate health policy reserves (Page 3, Line 4) including unearned premium reserves and additional policy reserves from the Underwriting and Investment Exhibit – Part 2D	\$476,970
E. Aggregate life policy reserves (Page 3, Line 5)	\$0
F. Property/casualty unearned premium reserves (Page 3, Line 6)	\$0
G. Aggregate health claim reserves (Page 3, Line 7)	\$0
H. Any other loss reserves, actuarial liabilities or related items presented as liabilities in the annual statement	None.
I. Specified actuarial items presented as assets in the annual statement	None.

**Statement of Actuarial Opinion**  
**AMERIGROUP Tennessee, Inc.**  
**December 31, 2012**

In forming my opinion on items A through I above I relied upon data prepared by Margaret Roomsburg, SVP - Chief Accounting Officer and Kathleen Tottle, SVP - Corporate Actuarial as certified in the attached statements. I evaluated that data for reasonableness and consistency. I also reconciled that data to the Underwriting and Investment Exhibit - Part 2B of the company's current annual statement. In other respects, my examination included review of the actuarial assumptions and actuarial methods used and tests of the calculations I considered necessary.

In my opinion, the amounts carried in the balance sheet on account of the items identified above:

- A. Are in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles,
- B. Are based on actuarial assumptions relevant to contract provisions and appropriate to the purpose for which the statement was prepared,
- C. Meet the requirements of the Insurance Laws and regulations of the state of Tennessee and are at least as great as the minimum aggregate amounts required by any state in which the statement is filed,
- D. Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization under the terms of its contracts and agreements,
- E. Are computed on the basis of assumptions and methods consistent with those used in computing the corresponding items in the annual statement of the preceding year-end,
- F. Include appropriate provision for all actuarial items that ought to be established.

The Underwriting and Investment Exhibit – Part 2B was reviewed for reasonableness and consistency with the applicable Actuarial Standards of Practice.

Actuarial methods, considerations, and analyses used in forming my opinion conform to the relevant Standards of Practice as promulgated from time to time by the Actuarial Standards Board, which standards form the basis of this statement of opinion.

  
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John C. Lloyd FSA, MAAA  
2170 Satellite Blvd., Suite 150  
Duluth GA 30097  
678-417-4906

February 22, 2013

## ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols.1-2)	Net Admitted Assets
1. Bonds (Schedule D) .....	128,313,116		128,313,116	154,050,420
2. Stocks (Schedule D)				
2.1 Preferred stocks .....				
2.2 Common Stocks .....	15,862,262		15,862,262	8,379,130
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....				
3.2 Other than first liens .....				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....0 encumbrances) .....				
4.2 Properties held for the production of income (less \$.....0 encumbrances) .....				
4.3 Properties held for sale (less \$.....0 encumbrances) .....				
5. Cash (\$.....6,287,975 Schedule E Part 1), cash equivalents (\$.....662,893 Schedule E Part 2) and short-term investments (\$.....47,760,197 Schedule DA) .....	54,711,065		54,711,065	81,359,272
6. Contract loans (including \$.....0 premium notes) .....				
7. Derivatives (Schedule DB) .....				
8. Other invested assets (Schedule BA) .....				
9. Receivables for securities .....				
10. Securities Lending Reinvested Collateral Assets (Schedule DL) .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	198,886,443		198,886,443	243,788,822
13. Title plants less \$.....0 charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	1,302,906		1,302,906	1,337,600
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	7,927,310		7,927,310	8,942,398
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums) .....				
15.3 Accrued retrospective premiums .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....				
16.2 Funds held by or deposited with reinsured companies .....				
16.3 Other amounts receivable under reinsurance contracts .....				
17. Amounts receivable relating to uninsured plans .....	4,226		4,226	
18.1 Current federal and foreign income tax recoverable and interest thereon .....				2,305,561
18.2 Net deferred tax asset .....	1,860,865		1,860,865	1,223,535
19. Guaranty funds receivable or on deposit .....				
20. Electronic data processing equipment and software .....	2,772		2,772	5,284
21. Furniture and equipment, including health care delivery assets (\$.....0) .....	863,909	863,909		
22. Net adjustment in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....				
24. Health care (\$.....2,199,708) and other amounts receivable .....	4,250,247	2,050,539	2,199,708	13,418
25. Aggregate write-ins for other than invested assets .....				
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	215,098,678	2,914,448	212,184,230	257,616,618
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. Total (Lines 26 and 27) .....	215,098,678	2,914,448	212,184,230	257,616,618
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above) .....				
2501. ....				
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....				

## LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded) .....	72,842,721		72,842,721	79,216,780
2. Accrued medical incentive pool and bonus amounts .....	127,952		127,952	195,562
3. Unpaid claims adjustment expenses .....	1,472,203		1,472,203	1,448,787
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act .....	476,970		476,970	114,883
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserves .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....				
9. General expenses due or accrued .....	217,694		217,694	200,769
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)) .....	2,581,534		2,581,534	
10.2 Net deferred tax liability .....				
11. Ceded reinsurance premiums payable .....				
12. Amounts withheld or retained for the account of others .....				
13. Remittances and items not allocated .....	14,903,158		14,903,158	17,389,305
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....				
15. Amounts due to parent, subsidiaries and affiliates .....	1,391,661		1,391,661	860,708
16. Derivatives .....				
17. Payable for securities .....				
18. Payable for securities lending .....				
19. Funds held under reinsurance treaties (with \$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers) .....				
20. Reinsurance in unauthorized and certified (\$.....0) companies .....				
21. Net adjustments in assets and liabilities due to foreign exchange rates .....				
22. Liability for amounts held under uninsured plans .....	431,211		431,211	1,369,731
23. Aggregate write-ins for other liabilities (including \$.....0 current) .....	11,659,281		11,659,281	12,626,601
24. TOTAL Liabilities (Lines 1 to 23) .....	106,104,385		106,104,385	113,423,126
25. Aggregate write-ins for special surplus funds .....	X X X	X X X		
26. Common capital stock .....	X X X	X X X	1,000	1,000
27. Preferred capital stock .....	X X X	X X X		
28. Gross paid in and contributed surplus .....	X X X	X X X	95,809,432	95,337,989
29. Surplus notes .....	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
31. Unassigned funds (surplus) .....	X X X	X X X	10,269,413	48,854,503
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0) .....	X X X	X X X		
32.2 .....0 shares preferred (value included in Line 27 \$.....0) .....	X X X	X X X		
33. TOTAL Capital and Surplus (Lines 25 to 31 minus Line 32) .....	X X X	X X X	106,079,845	144,193,492
34. TOTAL Liabilities, Capital and Surplus (Lines 24 and 33) .....	X X X	X X X	212,184,230	257,616,618
<b>DETAILS OF WRITE-INS</b>				
2301. Accrued Premium Tax .....	11,659,281		11,659,281	12,626,601
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	11,659,281		11,659,281	12,626,601
2501. ....	X X X	X X X		
2502. ....	X X X	X X X		
2503. ....	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	X X X	X X X		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	X X X	X X X		
3001. ....	X X X	X X X		
3002. ....	X X X	X X X		
3003. ....	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	X X X	X X X		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above) .....	X X X	X X X		

## STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months .....	X X X	2,459,155	2,465,218
2. Net premium income (including \$.....0 non-health premium income) .....	X X X	904,880,116	920,132,503
3. Change in unearned premium reserves and reserve for rate credits .....	X X X		
4. Fee-for-service (net of \$.....0 medical expenses) .....	X X X		
5. Risk revenue .....	X X X		
6. Aggregate write-ins for other health care related revenues .....	X X X		
7. Aggregate write-ins for other non-health revenues .....	X X X		
8. TOTAL Revenues (Lines 2 to 7) .....	X X X	904,880,116	920,132,503
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		583,235,023	550,188,706
10. Other professional services .....		24,028,749	26,344,422
11. Outside referrals .....			
12. Emergency room and out-of-area .....		56,100,967	52,328,662
13. Prescription drugs .....		4,592,478	3,126,513
14. Aggregate write-ins for other hospital and medical .....		72,692,363	63,294,720
15. Incentive pool, withhold adjustments and bonus amounts .....		140,142	635,663
16. Subtotal (Lines 9 to 15) .....		740,789,722	695,918,686
<b>Less:</b>			
17. Net reinsurance recoveries .....		(279,574)	(30,116)
18. TOTAL Hospital and Medical (Lines 16 minus 17) .....		741,069,296	695,948,802
19. Non-health claims (net) .....			
20. Claims adjustment expenses, including \$.....20,172,373 cost containment expenses .....		25,706,479	22,124,382
21. General administrative expenses .....		102,262,359	107,852,442
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only) .....			
23. TOTAL Underwriting Deductions (Lines 18 through 22) .....		869,038,134	825,925,626
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X	35,841,982	94,206,877
25. Net investment income earned (Exhibit of Net Investment Income, Line 17) .....		3,092,201	2,524,259
26. Net realized capital gains (losses) less capital gains tax of \$.....55,874 .....		103,767	27,890
27. Net investment gains (losses) (Lines 25 plus 26) .....		3,195,968	2,552,149
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)] .....			
29. Aggregate write-ins for other income or expenses .....			
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X	39,037,950	96,759,026
31. Federal and foreign income taxes incurred .....	X X X	13,193,450	29,133,714
32. Net income (loss) (Lines 30 minus 31) .....	X X X	25,844,500	67,625,312
<b>DETAILS OF WRITE-INS</b>			
0601. ....	X X X		
0602. ....	X X X		
0603. ....	X X X		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	X X X		
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X		
0701. ....	X X X		
0702. ....	X X X		
0703. ....	X X X		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	X X X		
0799. TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above) .....	X X X		
1401. DME, Home Health Care, Ambulance .....		72,692,363	63,294,720
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....			
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....		72,692,363	63,294,720
2901. ....			
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....			
2999. TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above) .....			

## STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>		
33. Capital and surplus prior reporting year .....	144,193,492	150,602,541
34. Net income or (loss) from Line 32 .....	25,844,500	67,625,312
35. Change in valuation basis of aggregate policy and claim reserves .....		
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0 .....	1,306,474	(44,910)
37. Change in net unrealized foreign exchange capital gain or (loss) .....		
38. Change in net deferred income tax .....	314,069	(5,197,022)
39. Change in nonadmitted assets .....	(1,050,133)	878,014
40. Change in unauthorized and certified reinsurance .....		
41. Change in treasury stock .....		
42. Change in surplus notes .....		
43. Cumulative effect of changes in accounting principles .....		
44. Capital Changes:		
44.1 Paid in .....		
44.2 Transferred from surplus (Stock Dividend) .....		
44.3 Transferred to surplus .....		
45. Surplus adjustments:		
45.1 Paid in .....	471,443	329,557
45.2 Transferred to capital (Stock Dividend) .....		
45.3 Transferred from capital .....		
46. Dividends to stockholders .....	(65,000,000)	(70,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....		
48. Net change in capital and surplus (Lines 34 to 47) .....	(38,113,647)	(6,409,049)
49. Capital and surplus end of reporting year (Line 33 plus 48) .....	106,079,845	144,193,492
<b>DETAILS OF WRITE-INS</b>		
4701. ....		
4702. ....		
4703. ....		
4798. Summary of remaining write-ins for Line 47 from overflow page .....		
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....		

**CASH FLOW**

		1	2
		Current Year	Prior Year
<b>Cash from Operations</b>			
1.	Premiums collected net of reinsurance .....	906,257,291	855,449,257
2.	Net investment income .....	5,132,590	3,756,000
3.	Miscellaneous income .....		
4.	Total (Lines 1 through 3) .....	911,389,881	859,205,257
5.	Benefit and loss related payments .....	751,119,618	706,570,850
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Call Accounts .....		
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	127,802,800	127,571,894
8.	Dividends paid to policyholders .....		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....	8,362,229	40,531,849
10.	Total (Lines 5 through 9) .....	887,284,647	874,674,593
11.	Net cash from operations (Line 4 minus Line 10) .....	24,105,234	(15,469,336)
<b>Cash from Investments</b>			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....	68,214,075	111,189,691
12.2	Stocks .....		
12.3	Mortgage loans .....		
12.4	Real estate .....		
12.5	Other invested assets .....		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....	812	1,518
12.7	Miscellaneous proceeds .....		
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....	68,214,887	111,191,209
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....	44,323,637	155,599,375
13.2	Stocks .....	6,176,658	8,424,040
13.3	Mortgage loans .....		
13.4	Real estate .....		
13.5	Other invested assets .....		
13.6	Miscellaneous applications .....		
13.7	Total investments acquired (Lines 13.1 to 13.6) .....	50,500,295	164,023,415
14.	Net increase (decrease) in contract loans and premium notes .....		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14) .....	17,714,592	(52,832,206)
<b>Cash from Financing and Miscellaneous Sources</b>			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....		
16.2	Capital and paid in surplus, less treasury stock .....		
16.3	Borrowed funds .....		
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....		
16.5	Dividends to stockholders .....	65,000,000	70,000,000
16.6	Other cash provided (applied) .....	(3,468,033)	7,413,458
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) .....	(68,468,033)	(62,586,542)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(26,648,207)	(130,888,084)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year .....	81,359,272	212,247,356
19.2	End of year (Line 18 plus Line 19.1) .....	54,711,065	81,359,272

**Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:**

20.0001	Depreciation .....	597,000	572,788
20.0002	Non-cash Capital Contributions .....	471,443	329,557

## ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income .....	904,880,116						41,362,158	863,517,958		
2. Change in unearned premium reserves and reserve for rate credit .....										
3. Fee-for-service (net of \$.....0 medical expenses) .....										XXX
4. Risk revenue .....										XXX
5. Aggregate write-ins for other health care related revenues .....										XXX
6. Aggregate write-ins for other non-health care related revenues .....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
7. TOTAL Revenues (Lines 1 to 6) .....	904,880,116						41,362,158	863,517,958		
8. Hospital/medical benefits .....	583,235,023						24,205,269	559,029,754		XXX
9. Other professional services .....	24,028,749						1,974,002	22,054,747		XXX
10. Outside referrals .....										XXX
11. Emergency room and out-of-area .....	56,100,967						2,511,457	53,589,510		XXX
12. Prescription drugs .....	4,592,478						4,594,164	(1,686)		XXX
13. Aggregate write-ins for other hospital and medical .....	72,692,363						1,288,090	71,404,273		XXX
14. Incentive pool, withhold adjustments and bonus amounts .....	140,142						10,611	129,531		XXX
15. Subtotal (Lines 8 to 14) .....	740,789,722						34,583,593	706,206,129		XXX
16. Net reinsurance recoveries .....	(279,574)						(3,496)	(276,078)		XXX
17. TOTAL Hospital and Medical (Lines 15 minus 16) .....	741,069,296						34,587,099	706,482,207		XXX
18. Non-health claims (net) .....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including \$.....20,172,373 cost containment expenses .....	25,706,479						581,056	25,125,423		
20. General administrative expenses .....	102,262,359						3,644,822	98,617,537		
21. Increase in reserves for accident and health contracts .....										XXX
22. Increase in reserves for life contracts .....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. TOTAL Underwriting Deductions (Lines 17 to 22) .....	869,038,134						38,812,967	830,225,167		
24. Net underwriting gain or (loss) (Line 7 minus Line 23) .....	35,841,982						2,548,191	33,292,791		
<b>DETAILS OF WRITE-INS</b>										
0501. ....										XXX
0502. ....										XXX
0503. ....										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page .....										XXX
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above) .....										XXX
0601. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page .....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
1301. DME, Home Health Care, Ambulance .....	72,692,363						1,288,090	71,404,273		XXX
1302. ....										XXX
1303. ....										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page .....										XXX
1399. TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above) .....	72,692,363						1,288,090	71,404,273		XXX

## UNDERWRITING AND INVESTMENT EXHIBIT PART 1 - PREMIUMS

Line of Business		1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Columns 1 + 2 - 3)
1.	Comprehensive (hospital and medical) .....				
2.	Medicare Supplement .....				
3.	Dental only .....				
4.	Vision only .....				
5.	Federal Employees Health Benefits Plan .....				
6.	Title XVIII - Medicare .....	41,362,158			41,362,158
7.	Title XIX - Medicaid .....	863,517,958			863,517,958
8.	Other health .....				
9.	Health subtotal (Lines 1 through 8) .....	904,880,116			904,880,116
10.	Life .....				
11.	Property/casualty .....				
12.	TOTALS (Lines 9 to 11) .....	904,880,116			904,880,116

## UNDERWRITING AND INVESTMENT EXHIBIT

### PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct .....	750,632,292						33,580,142	717,052,150		
1.2 Reinsurance assumed .....										
1.3 Reinsurance ceded .....	(279,574)						(3,496)	(276,078)		
1.4 Net .....	750,911,866						33,583,638	717,328,228		
2. Paid medical incentive pools and bonuses .....	207,752						10,611	197,141		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct .....	72,842,721						3,933,569	68,909,152		
3.2 Reinsurance assumed .....										
3.3 Reinsurance ceded .....										
3.4 Net .....	72,842,721						3,933,569	68,909,152		
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct .....										
4.2 Reinsurance assumed .....										
4.3 Reinsurance ceded .....										
4.4 Net .....										
5. Accrued medical incentive pools and bonuses, current year .....	127,952							127,952		
6. Net healthcare receivables (a) .....	3,608,653						571,438	3,037,215		
7. Amounts recoverable from reinsurers December 31, current year .....										
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct .....	79,216,780						2,369,291	76,847,489		
8.2 Reinsurance assumed .....										
8.3 Reinsurance ceded .....										
8.4 Net .....	79,216,780						2,369,291	76,847,489		
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct .....										
9.2 Reinsurance assumed .....										
9.3 Reinsurance ceded .....										
9.4 Net .....										
10. Accrued medical incentive pools and bonuses, prior year .....	195,562							195,562		
11. Amounts recoverable from reinsurers December 31, prior year .....										
12. Incurred benefits:										
12.1 Direct .....	740,649,580						34,572,982	706,076,598		
12.2 Reinsurance assumed .....										
12.3 Reinsurance ceded .....	(279,574)						(3,496)	(276,078)		
12.4 Net .....	740,929,154						34,576,478	706,352,676		
13. Incurred medical incentive pools and bonuses .....	140,142						10,611	129,531		

(a) Excludes \$(24,000) loans or advances to providers not yet expensed.

## UNDERWRITING AND INVESTMENT EXHIBIT

### PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct .....	10,681,374						942,405	9,738,969		
1.2 Reinsurance assumed .....										
1.3 Reinsurance ceded .....										
1.4 Net .....	10,681,374						942,405	9,738,969		
2. Incurred but Unreported:										
2.1 Direct .....	62,161,347						2,991,164	59,170,183		
2.2 Reinsurance assumed .....										
2.3 Reinsurance ceded .....										
2.4 Net .....	62,161,347						2,991,164	59,170,183		
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct .....										
3.2 Reinsurance assumed .....										
3.3 Reinsurance ceded .....										
3.4 Net .....										
4. TOTALS										
4.1 Direct .....	72,842,721						3,933,569	68,909,152		
4.2 Reinsurance assumed .....										
4.3 Reinsurance ceded .....										
4.4 Net .....	72,842,721						3,933,569	68,909,152		

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2B - ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....						
2. Medicare Supplement .....						
3. Dental only .....						
4. Vision only .....						
5. Federal Employees Health Benefits Plan .....						
6. Title XVIII - Medicare .....	832,167	32,751,471	2,572	3,930,997	834,739	2,369,291
7. Title XIX - Medicaid .....	56,331,508	660,996,720	1,772,934	67,136,218	58,104,442	76,847,489
8. Other health .....						
9. Health subtotal (Lines 1 to 8) .....	57,163,675	693,748,191	1,775,506	71,067,215	58,939,181	79,216,780
10. Healthcare receivables (a) .....	3,207,484	924,763			3,207,484	523,594
11. Other non-health .....						
12. Medical incentive pool and bonus amounts .....	177,757	29,995		127,952	177,757	195,562
13. TOTALS (Lines 9 - 10 + 11 + 12) .....	54,133,948	692,853,423	1,775,506	71,195,167	55,909,454	78,888,748

(a) Excludes \$.....118,000 loans or advances to providers not yet expensed.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)**

**Grand Total**

**Section A - Paid Health Claims**

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	78,551	79,862	78,279	78,158	77,460
2. 2008	454,243	515,311	515,748	517,326	516,663
3. 2009	XXX	462,473	510,650	509,365	508,714
4. 2010	XXX	XXX	583,124	651,111	650,469
5. 2011	XXX	XXX	XXX	638,412	698,407
6. 2012	XXX	XXX	XXX	XXX	693,778

**Section B - Incurred Health Claims**

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	79,273	80,112	78,283	78,158	77,460
2. 2008	528,605	517,347	516,039	517,328	516,663
3. 2009	XXX	527,072	512,710	509,425	508,715
4. 2010	XXX	XXX	670,591	652,765	650,472
5. 2011	XXX	XXX	XXX	716,108	700,179
6. 2012	XXX	XXX	XXX	XXX	764,973

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio**

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008	607,095	516,663	15,559	3.011	532,222	87.667			532,222	87.667
2. 2009	626,126	508,714	16,699	3.283	525,413	83.915	1		525,414	83.915
3. 2010	888,602	650,469	21,513	3.307	671,982	75.622	3		671,985	75.623
4. 2011	920,133	698,407	22,730	3.255	721,137	78.373	1,772	20	722,929	78.568
5. 2012	904,880	693,778	22,318	3.217	716,096	79.137	71,195	1,452	788,743	87.165

12 Total

- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only . . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only . . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only . . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only . . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only . . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only . . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP . . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP . . . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP . . . . . NONE

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)**

**Title XVIII - Medicare**

**Section A - Paid Health Claims**

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....					
2. 2008 .....	4,544	5,777	5,759	5,718	5,716
3. 2009 .....	XXX	8,322	10,550	10,536	10,500
4. 2010 .....	XXX	XXX	11,722	12,491	12,422
5. 2011 .....	XXX	XXX	XXX	16,498	17,437
6. 2012 .....	XXX	XXX	XXX	XXX	32,762

**Section B - Incurred Health Claims**

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....					
2. 2008 .....	6,571	5,843	5,759	5,718	5,716
3. 2009 .....	XXX	11,115	10,568	10,536	10,500
4. 2010 .....	XXX	XXX	13,849	12,493	12,422
5. 2011 .....	XXX	XXX	XXX	18,865	17,440
6. 2012 .....	XXX	XXX	XXX	XXX	36,693

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio**

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008 .....	8,112	5,716	107	1.872	5,823	71.782			5,823	71.782
2. 2009 .....	13,401	10,500	310	2.954	10,810	80.667			10,810	80.667
3. 2010 .....	16,751	12,422	346	2.786	12,768	76.223			12,768	76.223
4. 2011 .....	23,222	17,437	483	2.767	17,920	77.166	3		17,923	77.179
5. 2012 .....	41,362	32,762	490	1.494	33,252	80.392	3,931	74	37,257	90.074

12 Title XVIII-Medicare

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)**

**Title XIX - Medicaid**

**Section A - Paid Health Claims**

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	78,551	79,862	78,279	78,158	77,460
2.	2008	449,699	509,534	509,989	511,608	510,947
3.	2009	XXX	454,151	500,100	498,829	498,214
4.	2010	XXX	XXX	571,402	638,620	638,047
5.	2011	XXX	XXX	XXX	621,914	680,970
6.	2012	XXX	XXX	XXX	XXX	661,016

**Section B - Incurred Health Claims**

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	79,273	80,112	78,283	78,158	77,460
2.	2008	522,034	511,504	510,280	511,610	510,947
3.	2009	XXX	515,957	502,142	498,889	498,215
4.	2010	XXX	XXX	656,742	640,272	638,050
5.	2011	XXX	XXX	XXX	697,243	682,739
6.	2012	XXX	XXX	XXX	XXX	728,280

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio**

Years in Which Premiums were Earned and Claims were Incurred	1	2	3	4	5	6	7	8	9	10
	Premiums Earned	Claims Payments	Claim Adjustment Expense Payments	(Col. 3/2) Percent	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	(Col. 5/1) Percent	Claims Unpaid	Unpaid Claims Adjustment Expenses	Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	(Col. 9/1) Percent
1. 2008	598,983	510,947	15,452	3.024	526,399	87.882			526,399	87.882
2. 2009	612,725	498,214	16,388	3.289	514,602	83.986	1		514,603	83.986
3. 2010	871,851	638,047	21,167	3.317	659,214	75.611	3		659,217	75.611
4. 2011	896,911	680,970	22,248	3.267	703,218	78.404	1,769	20	705,007	78.604
5. 2012	863,518	661,016	21,828	3.302	682,844	79.077	67,264	1,378	751,486	87.026

12 Title XIX-Medicaid

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)**

Other

**Section A - Paid Health Claims**

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior					
2. 2008					
3. 2009					
4. 2010					
5. 2011					
6. 2012	XXX	XXX	XXX	XXX	

**NONE**

**Section B - Incurred Health Claims**

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior					
2. 2008					
3. 2009					
4. 2010					
5. 2011					
6. 2012	XXX	XXX	XXX	XXX	

**NONE**

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio**

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008										
2. 2009										
3. 2010										
4. 2011										
5. 2012										

**NONE**

12 Other

## UNDERWRITING AND INVESTMENT EXHIBIT

### PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves .....									
2. Additional policy reserves (a) .....									
3. Reserve for future contingent benefits .....									
4. Reserve for rate credits or experience rating refunds (including \$.....0 for investment income) .....	476,970						476,970		
5. Aggregate write-ins for other policy reserves .....									
6. TOTALS (Gross) .....	476,970						476,970		
7. Reinsurance ceded .....									
8. TOTALS (Net) (Page 3, Line 4) .....	476,970						476,970		
9. Present value of amounts not yet due on claims .....									
10. Reserve for future contingent benefits .....									
11. Aggregate write-ins for other claim reserves .....									
12. TOTALS (Gross) .....									
13. Reinsurance ceded .....									
14. TOTALS (Net) (Page 3, Line 7) .....									
<b>DETAILS OF WRITE-INS</b>									
0501. ....									
0502. ....									
0503. ....									
0598. Summary of remaining write-ins for Line 5 from overflow page .....									
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above) .....									
1101. ....									
1102. ....									
1103. ....									
1198. Summary of remaining write-ins for Line 11 from overflow page .....									
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above) .....									

(a) Includes \$.....0 premium deficiency reserve.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 3 - ANALYSIS OF EXPENSES**

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building) .....			1,387,219		1,387,219
2. Salaries, wages and other benefits .....	15,764,142	2,401,490	27,276,333		45,441,965
3. Commissions (less \$.....0 ceded plus \$.....0 assumed) .....					
4. Legal fees and expenses .....			93,636		93,636
5. Certifications and accreditation fees .....					
6. Auditing, actuarial and other consulting services .....			263,220		263,220
7. Traveling expenses .....	509,270		559,151		1,068,421
8. Marketing and advertising .....	762		576,419		577,181
9. Postage, express and telephone .....	629,511		1,471,998		2,101,509
10. Printing and office supplies .....	212,320		1,582,724		1,795,044
11. Occupancy, depreciation and amortization .....			2,583,739		2,583,739
12. Equipment .....			115,558		115,558
13. Cost or depreciation of EDP equipment and software .....			1,184,787		1,184,787
14. Outsourced services including EDP, claims, and other services .....	207,224	2,964,109	7,561,518		10,732,851
15. Boards, bureaus and association fees .....	5,619		891,387		897,006
16. Insurance, except on real estate .....			408,585		408,585
17. Collection and bank service charges .....	1,420,509		59,981		1,480,490
18. Group service and administration fees .....					
19. Reimbursements by uninsured plans .....					
20. Reimbursements from fiscal intermediaries .....					
21. Real estate expenses .....					
22. Real estate taxes .....					
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes .....					
23.2 State premium taxes .....			47,467,984		47,467,984
23.3 Regulatory authority licenses and fees .....					
23.4 Payroll taxes .....	1,199,176	168,395	1,546,263		2,913,834
23.5 Other (excluding federal income and real estate taxes) .....			1,458,365		1,458,365
24. Investment expenses not included elsewhere .....					
25. Aggregate write-ins for expenses .....	223,840	112	5,773,492		5,997,444
26. TOTAL Expenses Incurred (Lines 1 to 25) .....	20,172,373	5,534,106	102,262,359		(a) 127,968,838
27. Less expenses unpaid December 31, current year .....	1,472,203		217,694		1,689,897
28. Add expenses unpaid December 31, prior year .....	1,448,787		200,769		1,649,556
29. Amounts receivable relating to uninsured plans, prior year .....					
30. Amounts receivable relating to uninsured plans, current year .....					
31. TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus 30) .....	20,148,957	5,534,106	102,245,434		127,928,497
<b>DETAILS OF WRITE-INS</b>					
2501. Purchase Svc., Equip., Leases, Contr, Gifts, R&M, Temp Labor, etc. ....	223,840	112	5,773,492		5,997,444
2502. ....					
2503. ....					
2598. Summary of remaining write-ins for Line 25 from overflow page .....					
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	223,840	112	5,773,492		5,997,444

(a) Includes management fees of \$.....48,012,116 to affiliates and \$.....0 to non-affiliates.

### EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. Government bonds	(a)..... 375,567	303,326
1.1	Bonds exempt from U.S. tax	(a)..... 1,097,077	1,331,913
1.2	Other bonds (unaffiliated)	(a)..... 1,042,402	886,489
1.3	Bonds of affiliates	(a).....	
2.1	Preferred stocks (unaffiliated)	(b).....	
2.11	Preferred stocks of affiliates	(b).....	
2.2	Common stocks (unaffiliated)	426,192	455,400
2.21	Common stocks of affiliates		
3.	Mortgage loans	(c).....	
4.	Real estate	(d).....	
5.	Contract loans		
6.	Cash, cash equivalents and short-term investments	(e)..... 192,032	115,073
7.	Derivative instruments	(f).....	
8.	Other invested assets		
9.	Aggregate write-ins for investment income		
10.	Total gross investment income	3,133,270	3,092,201
11.	Investment expenses		(g).....
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g).....
13.	Interest expense		(h).....
14.	Depreciation on real estate and other invested assets		(i).....
15.	Aggregate write-ins for deductions from investment income		
16.	Total deductions (Lines 11 through 15)		
17.	Net Investment income (Line 10 minus Line 16)		3,092,201

**DETAILS OF WRITE-INS**

0901.			
0902.			
0903.			
0998.	Summary of remaining write-ins for Line 9 from overflow page		
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)		
1501.			
1502.			
1503.			
1598.	Summary of remaining write-ins for Line 15 from overflow page		
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above)		

- (a) Includes \$.....39,947 accrual of discount less \$.....2,045,642 amortization of premium and less \$.....219,198 paid for accrued interest on purchases.
- (b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.
- (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
- (e) Includes \$.....7,033 accrual of discount less \$.....145,805 amortization of premium and less \$.....86,664 paid for accrued interest on purchases.
- (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
- (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
- (i) Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.

### EXHIBIT OF CAPITAL GAINS (LOSSES)

		1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds	34,626		34,626		
1.1	Bonds exempt from U.S. tax	17,863		17,863		
1.2	Other bonds (unaffiliated)	106,340		106,340		
1.3	Bonds of affiliates					
2.1	Preferred stocks (unaffiliated)					
2.11	Preferred stocks of affiliates					
2.2	Common stocks (unaffiliated)				1,306,474	
2.21	Common stocks of affiliates					
3.	Mortgage loans					
4.	Real estate					
5.	Contract loans					
6.	Cash, cash equivalents and short-term investments	812		812		
7.	Derivative instruments					
8.	Other invested assets					
9.	Aggregate write-ins for capital gains (losses)					
10.	Total capital gains (losses)	159,641		159,641	1,306,474	

**DETAILS OF WRITE-INS**

0901.					
0902.					
0903.					
0998.	Summary of remaining write-ins for Line 9 from overflow page				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)				

## EXHIBIT OF NONADMITTED ASSETS

		1	2	3
		Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D) .....			
2.	Stocks (Schedule D):			
2.1	Preferred stocks .....			
2.2	Common stocks .....			
3.	Mortgage loans on real estate (Schedule B):			
3.1	First liens .....			
3.2	Other than first liens .....			
4.	Real estate (Schedule A):			
4.1	Properties occupied by the company .....			
4.2	Properties held for the production of income .....			
4.3	Properties held for sale .....			
5.	Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA) .....			
6.	Contract loans .....			
7.	Derivatives (Schedule DB) .....			
8.	Other invested assets (Schedule BA) .....			
9.	Receivables for securities .....			
10.	Securities lending reinvested collateral assets (Schedule DL) .....			
11.	Aggregate write-ins for invested assets .....			
12.	Subtotals, cash and invested assets (Lines 1 to 11) .....			
13.	Title plants (for Title insurers only) .....			
14.	Invested income due and accrued .....			
15.	Premium and considerations:			
15.1	Uncollected premiums and agents' balances in the course of collection .....			
15.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due .....			
15.3	Accrued retrospective premiums .....			
16.	Reinsurance:			
16.1	Amounts recoverable from reinsurers .....			
16.2	Funds held by or deposited with reinsured companies .....			
16.3	Other amounts receivable under reinsurance contracts .....			
17.	Amounts receivable relating to uninsured plans .....			
18.1	Current federal and foreign income tax recoverable and interest thereon .....			
18.2	Net deferred tax asset .....		323,261	323,261
19.	Guaranty funds receivable or on deposit .....			
20.	Electronic data processing equipment and software .....		21,977	21,977
21.	Furniture and equipment, including health care delivery assets .....	863,909	866,216	2,307
22.	Net adjustment in assets and liabilities due to foreign exchange rates .....			
23.	Receivables from parent, subsidiaries and affiliates .....			
24.	Health care and other amounts receivable .....	2,050,539	652,176	(1,398,363)
25.	Aggregate write-ins for other than invested assets .....		685	685
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	2,914,448	1,864,315	(1,050,133)
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
28.	Total (Lines 26 and 27) .....	2,914,448	1,864,315	(1,050,133)
<b>DETAILS OF WRITE-INS</b>				
1101.	.....			
1102.	.....			
1103.	.....			
1198.	Summary of remaining write-ins for Line 11 from overflow page .....			
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above) .....			
2501.	Prepays .....		685	685
2502.	.....			
2503.	.....			
2598.	Summary of remaining write-ins for Line 25 from overflow page .....			
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....		685	685

### EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2. First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations .....	204,186	205,595	204,832	205,548	205,980	2,459,155
2. Provider Service Organizations .....						
3. Preferred Provider Organizations .....						
4. Point of Service .....						
5. Indemnity Only .....						
6. Aggregate write-ins for other lines of business .....						
7. TOTAL .....	204,186	205,595	204,832	205,548	205,980	2,459,155
<b>DETAILS OF WRITE-INS</b>						
0601. ....						
0602. ....						
0603. ....						
0698. Summary of remaining write-ins for Line 6 from overflow page .....						
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....						

## EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals .....						
0299998 Premiums due and unpaid not individually listed .....						
0299999 Total group .....						
0399999 Premiums due and unpaid from Medicare entities .....	520,065			119,000		639,065
0499999 Premiums due and unpaid from Medicaid entities .....	7,288,245					7,288,245
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) .....	7,808,310			119,000		7,927,310

**EXHIBIT 3 - HEALTH CARE RECEIVABLES**

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
<b>Pharmaceutical Rebate Receivables</b>						
Caremark .....	154,587	103,831	112,804	603,078	974,300	
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed .....						
0199999 Subtotal - Pharmaceutical Rebate Receivables .....	154,587	103,831	112,804	603,078	974,300	
0299998 Claim Overpayment Receivables - Not Individually Listed .....	261,611	330,349	204,456	161,824	958,239	
0299999 Subtotal - Claim Overpayment Receivables .....	261,611	330,349	204,456	161,824	958,239	
0399998 Loans and Advances to Providers - Not Individually Listed .....				118,000	118,000	
0399999 Subtotal - Loans and Advances to Providers .....				118,000	118,000	
0499998 Capitation Arrangement Receivables - Not Individually Listed .....						
0499999 Subtotal - Capitation Arrangement Receivables .....						
0599998 Risk Sharing Receivables - Not Individually Listed .....						
0599999 Subtotal - Risk Sharing Receivables .....						
<b>Other Receivables</b>						
TennCare Oversight .....	427,773			1,771,935		2,199,708
0699998 Other Receivables - Not Individually Listed .....						
0699999 Subtotal - Other Receivables .....	427,773			1,771,935		2,199,708
0799999 Gross health care receivables .....	843,971	434,180	317,260	2,654,837	2,050,539	2,199,708

## EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

### Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....	10,769,611	1,007,560	(111,871)	(107,651)	(876,275)	10,681,374
0499999 Subtotals .....	10,769,611	1,007,560	(111,871)	(107,651)	(876,275)	10,681,374
0599999 Unreported claims and other claim reserves .....						62,161,347
0699999 Total Amounts Withheld .....						
0799999 Total Claims Unpaid .....						72,842,721
0899999 Accrued Medical Incentive Pool and Bonus Amounts .....						127,952

### EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted		
						7 Current	8 Non-Current	
	<b>NONE</b>							
0399999 Total gross amounts receivable .....								

**EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES**

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
<b>Individually listed payables</b>				
AMERIGROUP Corporation .....	Expenses under the Administrative Services .....	1,391,661	1,391,661	
0199999 Total - Individually listed payables .....	X X X .....	1,391,661	1,391,661	
0299999 Payables not individually listed .....	X X X .....			
0399999 Total gross payables .....	X X X .....	1,391,661	1,391,661	

### EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
<b>Capitation Payments:</b>						
1. Medical groups .....	3,027,166	0.403	205,980	100.000		3,027,166
2. Intermediaries .....						
3. All other providers .....	14,317,212	1.907	205,980	100.000		14,317,212
4. TOTAL Capitation Payments .....	17,344,378	2.310	411,960	200.000		17,344,378
<b>Other Payments:</b>						
5. Fee-for-service .....	7,654,955	1.020	XXX	XXX		7,654,955
6. Contractual fee payments .....	725,632,959	96.643	XXX	XXX		725,632,959
7. Bonus/withhold arrangements - fee-for-service .....			XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments .....	207,752	0.028	XXX	XXX		207,752
9. Non-contingent salaries .....			XXX	XXX		
10. Aggregate cost arrangements .....			XXX	XXX		
11. All other payments .....			XXX	XXX		
12. TOTAL Other Payments .....	733,495,666	97.690	XXX	XXX		733,495,666
13. TOTAL (Line 4 plus Line 12) .....	750,840,044	100.000	XXX	XXX		750,840,044

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### EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
<b>NONE</b>					
9999999 Totals .....			XXX	XXX	XXX

### EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment .....	3,481,623	.....	(2,617,714)	863,909	863,909	.....
2.	Medical furniture, equipment and fixtures .....	.....	.....	.....	.....	.....	.....
3.	Pharmaceuticals and surgical supplies .....	.....	.....	.....	.....	.....	.....
4.	Durable medical equipment .....	.....	.....	.....	.....	.....	.....
5.	Other property and equipment .....	.....	.....	.....	.....	.....	.....
6.	TOTAL .....	3,481,623	.....	(2,617,714)	863,909	863,909	.....

## Notes to Financial Statements

### 1. Summary of Significant Accounting Policies

#### A. Accounting Practices

The accompanying financial statements of AMERIGROUP Tennessee, Inc. (the "Company") have been prepared in conformity with the National Association of Insurance Commissioners' ("NAIC") *Annual Statement Instructions* and in accordance with accounting practices prescribed by the NAIC *Accounting Practice and Procedures Manual* ("NAIC SAP"), subject to any deviations prescribed or permitted by the Tennessee Department of Commerce and Insurance ("TDCI").

For the years ended December 31, 2012 and 2011, there were no differences between the Company's statutory basis capital and surplus and net income under NAIC SAP and practices prescribed or permitted by the TDCI.

#### B. Use of Estimates in the Preparation of the Financial Statements

Preparation of financial statements requires management to make estimates and assumptions that affect the amount reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

#### C. Accounting Policy

Health premium revenues, based on membership records and premiums rates for each membership category within each county, are recognized as revenue during the period in which the Company is obligated to provide service to members. Premiums are reported net of excess loss reinsurance ceded and experience rating refunds. Premiums paid before the effective service month are recorded on the balance sheet as premiums received in advance and are subsequently credited to income as earned during the coverage period. Premium rates are subject to approval by CMS. Costs, such as premium taxes and other underwriting expenses are charged to operations as incurred.

In addition, the Company uses the following accounting policies.

- (1) Short-term investments with maturities of less than one year at the date of acquisition are reported at amortized cost.
- (2) Bonds are stated at amortized cost, with amortization calculated based on the scientific method, using lower of yield to call or yield to maturity.
- (3) Common stocks of unaffiliated companies are stated at fair value.
- (4) The Company has no preferred stock.
- (5) The Company has no mortgage loans.
- (6) The Company has no loan backed securities.
- (7) The Company has no investment in subsidiaries, controlled and affiliated companies.
- (8) The Company has no investment in joint ventures, partnerships and limited liability companies.
- (9) The Company has no investment in derivatives.
- (10) The Company does not utilize anticipated investment income as a factor in the premium deficiency calculation.
- (11) Unpaid Claims and loss adjustment expenses include management's best estimate of amounts based on historical claim development patterns and certain individual case estimates. The established liability considers health benefit provisions, business frequency, and severity of claims. Reserves for unpaid claims and claim adjustment expenses are based on assumptions and estimates, and while management believes such estimates are reasonable, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liabilities are continually reviewed and changes in estimates are incorporated into current period estimates.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) Pharmacy rebates receivable are recorded when earned based upon actual rebate receivables billed and an estimate of receivables based upon current utilization of specific pharmaceuticals and provider contract terms or as contract terms allow. All pharmaceutical rebate receivables are considered non-admitted due to their collectability beyond 90 days.

### 2. Accounting Changes and Corrections of Errors

There were no significant accounting changes or corrections during the years ended December 31, 2012 and 2011.

### 3. Business Combinations and Goodwill

A. Statutory Purchase Method	Not applicable
B. Statutory Merger	Not applicable
C. Assumption Reinsurance	Not applicable
D. Impairment Loss	Not applicable

## Notes to Financial Statements

### 4. Discontinued Operations

The Company had no operations that were discontinued during 2012 or 2011.

### 5. Investments

#### A. Mortgage loans including Mezzanine Real Estate Loans

The Company did not have investments in mortgage loans at December 31, 2012 or 2011.

#### B. Debt Restructuring

The Company did not have invested assets that were restructured debt at December 31, 2012 or 2011.

#### C. Reverse Mortgages

The Company did not have investments in reverse mortgages at December 31, 2012 or 2011.

#### D. Loan-Backed Securities

The Company did not have investments in loan-backed securities at December 31, 2012 or 2011.

#### E. Repurchase Agreements and/or Securities Lending Transactions

The Company did not enter into repurchase agreements or securities lending transactions at December 31, 2012 or 2011.

#### F. Real Estate

(1) The Company did not have investments in real estate at December 31, 2012 or 2011.

(2) The Company did not engage in retail land sales operations during 2012 or 2011.

#### G. Investment in Low-Income Housing Tax Credits

The Company did not have any investments that generated low-income housing tax credits during 2012 or 2011.

### 6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company had no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets as of December 31, 2012 or 2011.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships or Limited Liability Companies during 2012 and 2011.

### 7. Investment Income

A. The Company reports only investment income that is earned as due and accrued in its financial statements. All investment income due and accrued with amounts that are over 90 days past due is non-admitted.

B. There was no non-admitted investment income at December 31, 2012 or 2011.

### 8. Derivative Instruments

The Company had no investments in derivative instruments at December 31, 2012 or 2011.

### 9. Income Taxes

#### A. The components of net deferred tax asset/(liability) ("DTA"/"DTL")

(1) The components of net deferred tax asset/(liability) ("DTA"/"DTL") as December 31, 2012 are as follows:

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Gross deferred tax assets	\$ 2,302,413	—	2,302,413
Statutory valuation allowance	—	—	—
Adjusted gross deferred tax assets	\$ 2,302,413	—	2,302,413
Gross deferred tax liabilities	—	(441,548)	(441,548)
Net deferred tax asset before admissibility test	\$ 2,302,413	(441,548)	1,860,865

## Notes to Financial Statements

The amount of admitted adjusted gross deferred tax assets under each component of SSAP 101 as of December 31, 2012 is:

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Admitted pursuant to paragraph 11.a	\$ 1,948,583	—	1,948,583
Admitted pursuant to paragraph 11.b	23,239	—	23,239
Admitted pursuant to paragraph 11.c	330,591	—	330,591
Admitted deferred tax asset	\$ 2,302,413	—	2,302,413
Deferred tax liability	—	(441,548)	(441,548)
Net admitted DTA or DTL	\$ 2,302,413	(441,548)	1,860,865
Nonadmitted DTA	\$ —	—	—

The components of net deferred tax asset/(liability) ("DTA"/"DTL") at December 31, 2011 are as follows:

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Gross deferred tax assets	\$ 1,531,077	15,719	1,546,796
Statutory valuation allowance	—	—	—
Adjusted gross deferred tax assets	\$ 1,531,077	15,719	1,546,796
Gross deferred tax liabilities	—	—	—
Net deferred tax asset before admissibility test	\$ 1,531,077	15,719	1,546,796

The amount of admitted adjusted gross deferred tax assets under each component of SSAP 10R as of December 31, 2011 is:

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Admitted pursuant to paragraph 10.a	\$ 1,223,535	—	1,223,535
Admitted pursuant to paragraph 10.b	—	—	—
Admitted pursuant to paragraph 10.c	—	—	—
Admitted deferred tax asset	\$ 1,223,535	—	1,223,535
Deferred tax liability	—	—	—
Net admitted DTA or DTL	\$ 1,223,535	—	1,223,535
Nonadmitted DTA	\$ 307,542	15,719	323,261

- (2) The change in the amount of admitted adjusted gross deferred tax assets under each component of SSAP 101 during 2012 is:

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Gross deferred tax assets	\$ 771,336	(15,719)	755,617
Statutory valuation allowance	—	—	—
Adjusted gross deferred tax assets	\$ 771,336	(15,719)	755,617
Gross deferred tax liabilities	—	(441,548)	(441,548)
Net deferred tax asset before admissibility test	\$ 771,336	(457,267)	314,069

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Admitted pursuant to paragraph 11.a	\$ 725,048	—	725,048
Admitted pursuant to paragraph 11.b	23,239	—	23,239
Admitted pursuant to paragraph 11.c	330,591	—	330,591
Admitted deferred tax asset	\$ 1,078,878	—	1,078,878
Deferred tax liability	—	(441,548)	(441,548)
Net admitted DTA or DTL	\$ 1,078,878	(441,548)	637,330
Nonadmitted DTA	\$ (307,542)	(15,719)	(323,261)

	<u>2012</u>	<u>2011</u>
Ratio percentage used to determine recovery period and threshold limitation amount	361%	N/A
Amount of adjusted capital and surplus used to determine recovery period and threshold limitation	104,216,208	N/A

The Company did not adopt the expanded admissibility threshold under SSAP 10R in 2011.

Tax planning strategies did not have an effect on the Company's net admitted deferred tax assets. The Company has not availed itself of a tax planning strategy involving reinsurance.

- B. The company has no unrecognized deferred tax liabilities at December 31, 2012 and 2011.

## Notes to Financial Statements

C. Current income taxes incurred (benefit) consist of the following major components:

	2012	2011	Change
Federal income tax on operations	\$ 13,193,450	29,133,714	(15,940,264)
Utilization of net operating loss and capital loss carryforwards	—	—	—
Total federal income taxes	\$ 13,193,450	29,133,714	(15,940,264)
Federal income tax expense (benefit) on net capital gains (losses)	55,874	15,017	40,857
Federal & foreign income taxes incurred	\$ 13,249,324	29,148,731	(15,899,407)

The components of deferred income taxes at December 31 are as follows:

	2012	2011	Change
Deferred tax assets:			
Ordinary:			
Accrued future expenses	\$ 21,350	—	21,350
Accounts receivable	1,452,250	615,664	836,586
Claims discount reserve	368,522	477,275	(108,753)
Deferred acquisition costs	11,166	12,456	(1,290)
Fixed assets	449,124	378,052	71,072
Net operating loss carryover	—	—	—
Prepaid expenses	—	—	—
Unearned premium reserve	—	—	—
Other adjustments	—	47,630	(47,630)
Subtotal	\$ 2,302,413	1,531,077	771,336
Statutory valuation allowance adjustment	—	—	—
Nonadmitted ordinary deferred tax assets	—	(307,542)	307,542
Admitted Ordinary Deferred Tax Assets	\$ 2,302,413	1,223,535	1,078,878
Capital:			
Investments in securities	—	15,179	(15,179)
Net capital loss carryforwards	—	—	—
Subtotal	\$ —	15,179	(15,179)
Statutory valuation allowance adjustment	—	—	—
Nonadmitted deferred tax assets	—	(15,179)	15,179
Admitted capital deferred tax assets	\$ —	—	—
Admitted deferred tax assets	\$ 2,302,413	1,223,535	1,078,878
Deferred tax liabilities:			
Ordinary:			
Other adjustments	\$ —	—	—
Capital:			
Investments in securities	\$ (441,548)	—	(441,548)
Deferred tax liabilities	\$ (441,548)	—	(441,548)
Net admitted deferred tax assets/liabilities	\$ 1,860,865	1,223,535	637,330

The changes in deferred tax assets and deferred tax liabilities at December 31 are as follows:

	2012	2011	Change
Total deferred tax assets	\$ 2,302,413	1,546,796	755,617
Total deferred tax liabilities	(441,548)	—	(441,548)
Net deferred tax asset (liability)	\$ 1,860,865	1,546,796	314,069
Tax effect of unrealized gains (losses)	441,548	(15,179)	426,369
Change in deferred income tax			\$ 740,438

## Notes to Financial Statements

- D. The Company's income tax expenses and change in deferred income taxes differs from the amount obtained by applying the federal statutory income tax rate of 35% for the years ended December 31 as follows:

	<u>2012</u>	<u>2011</u>
Tax expense computed using federal statutory rate	\$ 13,682,838	33,870,915
Tax exempt income and dividend received deduction net of proration	(491,310)	(280,941)
Prior year true-ups and adjustments	2,654	65
Non Deductible expenses	47,674	44,186
GAAP to STAT Difference	(842,835)	727,247
Other	109,865	—
Total	<u>\$ 12,508,886</u>	<u>34,361,472</u>
Federal income taxes incurred	13,193,450	29,133,714
Tax on capital Gain/(Loss)	55,874	15,017
Change in net deferred income taxes	(740,438)	5,212,741
Total statutory income taxes	<u>\$ 12,508,886</u>	<u>34,361,472</u>

E. Operating loss carryforwards disclosures:

At December 31, 2012, the separate company federal net operating loss carryforwards were \$0.

At December 31, 2012, the separate company federal capital loss carryforwards were \$0.

At December 31, 2012, the separate company AMT credit carryforwards were \$0.

The following income tax expense for 2011 and 2012 is available for recoupment in the event of future net losses:

Year	Ordinary	Capital	Total
2011	28,618,836	15,017	28,633,853
2012	13,193,450	55,874	13,249,324

There are no deposits admitted under IRC Sec. 6603

F. Affiliate or Separate filing disclosures:

The Company's Federal Income Tax return is consolidated with the following entities:

AMERIGROUP Corporation (Parent)  
 AMERIGROUP Community Care of New Mexico, Inc.  
 AMERIGROUP Florida, Inc.  
 AMERIGROUP Insurance Company, Inc.  
 AMERIGROUP Kansas, Inc.  
 AMERIGROUP Louisiana, Inc.  
 AMERIGROUP Maryland, Inc.  
 AMERIGROUP Nevada, Inc.  
 AMERIGROUP New Jersey, Inc.  
 AMERIGROUP New York, LLC  
 AMERIGROUP Ohio, Inc.  
 AMERIGROUP Texas, Inc.  
 AMERIGROUP Washington, Inc.  
 AMGP Georgia Managed Care Company, Inc.

AMERIGROUP Corporation has a written agreement outlining the method of allocating federal income tax between the entities. The allocation is based upon separate return calculations for each member of the affiliated group. If a member has a net loss, current credit is provided to the extent that the member has previously paid taxes.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. Nature of the relationship

The Company is a Tennessee domiciled stock insurance company and is a wholly-owned subsidiary of AMERIGROUP Corporation ("AGP"), which is an indirect wholly-owned subsidiary of WellPoint, Inc. ("WellPoint"), a publicly traded company.

B. Significant transactions for each period

The Company had no significant transactions during the years ended 2012 and 2011.

## Notes to Financial Statements

### C. Administrative Services and Tax-Sharing Agreements

AMERIGROUP Corporation provides administrative and financial support services to the Company. Intercompany management fees charged to the Company were \$48,012,116 and \$52,361,798 for the years December 31, 2012 and 2011. Management fees are included in general administrative expenses in the accompanying statutory statements of revenue and expenses.

Taxes charged to the Company under a Tax-Sharing Agreement were \$14,707,688 and \$30,393,446 for the years ended December 31, 2012 and 2011, respectively.

AMERIGROUP Corporation allocates compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the years ended December 31, 2012 and 2011 was \$471,443 and \$329,557, respectively. The Company reflects these allocated expenses as capital contributions since AMERIGROUP Corporation does not bill the Company for these amounts, which are included in general administrative expenses in the accompanying statements of revenue and expenses.

As of December 31, 2012, the Company paid a \$65,000,000 extraordinary dividend to AMERIGROUP Corporation. During 2011, the Company paid \$25,000,000 ordinary dividends and \$45,000,000 extraordinary dividends to AMERIGROUP Corporation.

### D. Amounts due to or from Related Parties

The Company owed AMERIGROUP Corporation \$1,391,661 and \$860,708 as of December 31, 2012 and 2011, respectively. The amount is the difference between the estimated charges and the actual expenses incurred in the month of December and were paid in January of 2013.

### E. Guarantees or Contingencies for Related Parties

The Company did not enter into guarantees or undertakings for the benefit of an affiliate which would result in a material contingent exposure of the Company's or any affiliated insurer's assets or liabilities.

### F. Management, Service Contracts, Cost Sharing Arrangements

The Company has entered into administrative services agreements with AMERIGROUP Corporation which includes material management or service contracts, among which are Administrative and Support Services and Tax-Sharing. Pursuant to these agreements, various administrative, management and support services are provided to the Company. The costs and expenses related to these administrative management and support services are charged using statistics such as PMPM rate and percentage of net premium revenue. Direct costs, which are directly attributable to the Company's operations, including expenses such as advertising, consulting services and legal costs, printing and reproduction as well as postage and delivery costs for materials are also charged.

### G. Nature of Control Relationships that Could Affect Operations or Financial Position

AMERIGROUP Corporation owns all the outstanding shares of the Company. The Company's ultimate parent is WellPoint, Inc.

### H. Amount deducted for Investment in Upstream Company

The Company does not own shares of upstream intermediate entities or WellPoint, Inc.

### I. Detail of Investments in Affiliates Greater than 10% of Admitted Assets

The Company does not have investment in affiliates greater than 10% of admitted assets.

### J. Write-down for Impairments of Investments in Subsidiaries, Controlled or Affiliated Companies

Not applicable

### K. Investment in a Foreign Insurance Subsidiary

The Company does not have investments in foreign insurance subsidiaries.

### L. Investment in Downstream Non-insurance Holding Companies

The Company does not have investments in downstream non-insurance holding companies.

## 11. Debt

### A. Capital Notes

The Company had no capital notes outstanding at December 31, 2012 and 2011.

## Notes to Financial Statements

### B. All Other Debt

The Company had no other debt outstanding at December 31, 2012 and 2011.

## 12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefits Plans

### A. Defined Benefit Plan

Not applicable

### B. Defined Contribution Plan

The Company's employees have the option to participate in a deferred compensation plan sponsored by AMERIGROUP Corporation. All full-time and most part-time employees of AMERIGROUP Corporation and the Company may elect to participate in this plan. This plan is exempt from income taxes under Section 401(k) of the Internal Revenue Code. Participants may contribute a certain percentage of their compensation subject to maximum federal and plan limits. AMERIGROUP Corporation may elect to match a certain percentage of each employee's contributions up to specified limits. For the years ended December 31, 2012 and 2011, the Company's share of the expense related to AMERIGROUP Corporation's match was \$377,401, and \$359,792, respectively.

### C. Multiemployer Plan

The Company does not participate in a multi-employer plan.

### D. Consolidated/Holding Company Plans

Not applicable

### E. Postemployment Benefits and Compensated Absences

Liabilities for earned not yet taken vacation and severance benefits have been accrued as of December 31, 2012 and 2011.

### F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not applicable

## 13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations.

### (1) Outstanding Shares

The Company had 1,000 shares of common stock authorized and 100 shares issued and outstanding, at a par value of \$1 per share, as of December 31, 2012 and December 31, 2011.

### (2) Preferred Stock

The Company has no preferred stock outstanding.

### (3) Dividend Restrictions

Under Tennessee Code Annotated 56-11-106, certain limitations exist on the Company's ability to pay dividends to its parent. The Company may not pay an extraordinary dividend or make any other extraordinary distribution to its shareholders until 1) thirty days after the commissioner has received notice of the declaration thereof and has not within such period disapproved such payment; or 2) the commissioner shall have approved such payment within such thirty-day period. An extraordinary dividend or distribution is defined as any dividend or distribution of cash or other property, whose fair market value together with that of other dividends or distributions made within the preceding twelve months, exceeds ten percent (10%) of net worth as of December 31st of the prior year. Additionally, the Company may pay funds only from unassigned surplus with the exception of the commissioner's approval.

### (4) Dividends Paid

In 2012, the State of Tennessee requests by the Company to pay dividends to AMERIGROUP Corporation as follows:

During 2012, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay to pay an extraordinary dividend of \$65,000,000 which was disbursed on March 30, 2012.

## Notes to Financial Statements

During 2011, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay \$70,000,000 dividends to AMERIGROUP Corporation. An ordinary dividend of \$25,000,000 was disbursed on June 3, 2011, an extraordinary dividend of \$30,000,000 was disbursed on August 30, 2011, and an extraordinary dividend of \$15,000,000 was disbursed on September 2, 2011.

**(5) Maximum Ordinary Dividend in 2013**

There were no restrictions placed on the portion of the Company's profits that may be paid as ordinary dividends to stockholders.

**(6) Unassigned Surplus Restrictions**

Unassigned surplus funds are not restricted at December 31, 2012.

**(7) Mutual Surplus Advances**

Not applicable

**(8) Company Stock Held for Special Purpose**

There are no shares of stock held for special purposes at December 31, 2012.

**(9) Changes in Special Surplus Funds**

The Company does not have any special surplus funds.

**(10) Changes in Unassigned Funds**

Unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses are \$1,261,564 at December 31, 2012.

**(11) Surplus Notes**

The Company has not issued any surplus notes or debentures of similar obligations.

**(12) Restatement due to Prior Quasi-reorganization**

The Company has no restatements due to prior quasi-reorganization.

**(13) Quasi-reorganization over Prior 10 years**

The Company has not been involved in a quasi-reorganization since its inception.

**14. Contingencies**

**A. Contingent Commitments**

- (1) The Company had no known contingent commitments at December 31, 2012 and 2011.
- (2) The Company is not a guarantor to any commitment at December 31, 2012 and 2011.

**B. Assessments**

The Company is not subject to guaranty fund and other assessments by the state.

**C. Gain contingencies**

The Company has no gain contingencies at December 31, 2012.

**D. Claims-Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits**

Not applicable

**E. All Other Contingencies**

The Company has no other known contingencies

## Notes to Financial Statements

### 15. Leases

#### A. Lessee Leasing Arrangements

- (1) The Company leases office space and equipment under various non-cancelable and cancelable operating lease agreements that expire through October 2015. Rental expense related to these leases totaled \$682,001 and \$612,108 for the years ended December 31, 2012 and 2011.
- (2) At January 1, 2013, the minimum aggregate rental commitments are as follows:

Year Ending December 31	Operating Leases
1. 2013	\$ 774,441
2. 2014	785,617
3. 2015	657,438
4. 2016	—
5. 2017	—
Total	\$ 2,217,496

- (3) The Company had no sale-leaseback transactions during 2012 and 2011.

#### B. Lessor Leasing Arrangements

- (1) The Company has not entered into any operating leases.
- (2) The Company has not entered into any leveraged leases.

### 16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

The Company has no significant financial instruments with off-balance sheet risk.

Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of investment securities. All investment securities are managed by professional investment managers with policies authorized by the board of directors. Such policies limit the amounts that may be invested in any one issuer and prescribe certain investee company criteria. As of December 31, 2012, there were no significant concentrations.

### 17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

#### A. Transfers of Receivables Reported as Sales

Not applicable

#### B. Transfer and Servicing of Financial Assets

Not applicable

#### C. Wash Sales

- (1) In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.
- (2) At December 31, 2012, and 2011, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

### 18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

#### A. Administrative Services Only ("ASO") Plans

Not applicable

#### B. Administrative Services Contract ("ASC") Plans

Not applicable

#### C. Medicare or Other Similarly Structured Cost-Based Reimbursement Contract

Not applicable

## Notes to Financial Statements

### 19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No premiums were written by managing general agents or third party administrators during the years ended December 31, 2012 and 2011.

### 20. Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

*Cash, uncollected premiums in the course of collection, investment income due and accrued, amounts receivable relating to uninsured plans, receivable from TennCare Oversight, claims unpaid, accrued medical incentive pool and bonus amounts, unpaid claims adjustment expenses, aggregate health policy reserves, general expenses due or accrued, federal income taxes payable, remittance and items not allocated, amounts due to parent, liability for amounts held under uninsured plans, accrued premium tax* – the carrying amounts approximate fair value because of the short maturity of these items. These financial instruments were not assigned a level category since they are not carried at fair value.

*Certificates of deposit* – fair value is determined using a discounted cash flow model comparing the stated rates of the certificates of deposit to current market interest rates for similar instruments. These financial instruments were not assigned a level category since they were not carried at fair value.

*Short-term investments and bonds* – money market funds included in these financial statement captions' fair values were determined using quoted market prices on one or more securities exchanges. The fair values of corporate bonds, debt securities of government sponsored entities, municipal bonds and U.S. Treasury securities were determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets. The Company held one auction rate security as of December 31, 2012. The estimated fair value of the auction rate security was determined using utilizing an income approach, specifically discounted cash flow analyses. These analyses considered among other items, the creditworthiness of the issuer, the timing of the expected future cash flows, including the final maturity associated with the securities, and an assumption of when the next time the security is expected to have a successful auction. These securities were also compared, when possible, to other observable and relevant market data. These debt securities are not assigned a level category as they are not carried at fair value. A portion of the short-term investments are comprised of money market funds that are carried at fair value and, accordingly, are assigned a level category.

*Common stock* – the fair value of exchange traded equity mutual funds were determined using quoted market prices on one or more securities exchanges. As this investment is carried at fair value, it is assigned a level category.

## Notes to Financial Statements

## A. Fair Value Measurements

## (1) Fair Value Measurements at December 31, 2012

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Perpetual Preferred Stock				
Industrial and Misc	\$ —	\$ —	\$ —	\$ —
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Preferred Perpetual Stocks	\$ —	\$ —	\$ —	\$ —
Bonds				
U.S. Government	\$ —	\$ —	\$ —	\$ —
Industrial and Misc	44,737,606	—	—	44,737,606
Hybrid Securities	—	—	—	—
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Bonds	\$ 44,737,606	\$ —	\$ —	\$ 44,737,606
Common Stock				
Industrial and Misc	\$ 15,862,262	\$ —	\$ —	\$ 15,862,262
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Common Stocks	\$ 15,862,262	\$ —	\$ —	\$ 15,862,262
Derivative assets				
Interest rate contracts	\$ —	\$ —	\$ —	\$ —
Foreign exchange contracts	—	—	—	—
Credit contracts	—	—	—	—
Commodity future contracts	—	—	—	—
Commodity forward contracts	—	—	—	—
Total Derivatives	\$ —	\$ —	\$ —	\$ —
Separate account assets	\$ —	\$ —	\$ —	\$ —
Total assets at fair value	\$ 60,599,868	\$ —	\$ —	\$ 60,599,868
b. Liabilities at fair value				
Derivative Liabilities	\$ —	\$ —	\$ —	\$ —
Total liabilities at fair value	\$ —	\$ —	\$ —	\$ —

(2) There are no assets measured at fair value that are categorized as Level 3.

(3) The Company's policy is to recognize transfers between Levels, if any, at the beginning of the reporting period. There were no assets measured at fair value that were transferred between levels in 2012.

(4) There are no assets measured at fair value that are categorized as a Level 2 or Level 3.

(5) The Company did not have any derivative assets or liabilities in 2012.

## B. Not applicable

## C. Aggregate Fair Value

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 44,737,606	\$ 44,737,606	\$ 44,737,606	\$ —	\$ —	\$ —
Common Stock	15,862,262	15,862,262	15,862,262	—	—	—
Perpetual Preferred Stock	—	—	—	—	—	—
Mortgage Loans	—	—	—	—	—	—

## D. Not Practicable to Estimate Fair Value

Not applicable

## Notes to Financial Statements

### 21. Other Items

#### A. Extraordinary Items

Not applicable

#### B. Troubled Debt Restructuring

Not applicable

#### C. Other Disclosures

CRA Amendment #11 was executed December 31, 2011 to eliminate all future payments of premium for retro-active enrollment changes in excess of 12 months in arrears. Amendment #11 changes the coverage for membership enrollment more than 12 months in arrears to an Administrative Service Only (ASO) status for the months when a risk-based capitation premium is not paid by TennCare, which allows the Plan to be reimbursed by TennCare for any provider claims incurred for any such eligible coverage months. Such unreimbursed ASO claims were not significant as of December 31, 2011, but are expected to create receivable balances in the future. As of December 31, 2012, the ASO receivable from TennCare Oversight balance is \$2,199,708.

#### D. Uncollectible Premium Receivables

Not applicable

#### E. Business Interruption Insurance Recoveries

The company has reported no recoveries for business interruption for the years ended December 31, 2012 and 2011.

#### F. State Transferable and Non-Transferable Tax Credits

The Company did not have state transferable tax credits at December 31, 2012, and 2011.

#### G. Subprime Mortgage-Related Risk Exposure

Not applicable

#### H. Retained Assets

Not applicable

### 22. Events Subsequent

There were no events occurring subsequent to December 31, 2012 requiring disclosure. Subsequent events have been considered through February 28, 2013 for the statutory statement issued on February 28, 2013.

### 23. Reinsurance

#### Ceded Reinsurance Report

##### Section 1 – General Interrogatories

- (1) Are any of the reinsurers that are listed in Schedule S as non-affiliated owned in excess of 10% or controlled, either directly or indirectly, by the Company or by any representative, officer, trustee, or director of the Company?

Yes ( ) No (X)

If yes, give full details.

- (2) Have any policies issued by the Company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled, directly or indirectly, by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes ( ) No (X)

If yes, give full details.

## Notes to Financial Statements

### Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the Company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes ( ) No (X)

a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate.

b. What is the amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement? \$0

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same insurer, exceed the total direct premium collected under reinsured policies?

Yes ( ) No (X)

If yes, give full details.

### Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0

- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement include policies or contract that were in force or which had existing reserves established by the Company as of the effective date of the agreement?

Yes (X) No ( )

a. If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

### B. Uncollectible Reinsurance

The Company has written off in the current year reinsurance balances due (from the companies listed below) in the amount of: \$0, which is reflected as:

(1) Losses incurred	\$	0
(2) Loss adjustment expenses incurred	\$	0
(3) Premiums earned	\$	0
(4) Other	\$	0
(5) <u>Company</u>		<u>Amount</u>
RGA Insurance	\$	0

### C. Commutation of Ceded Reinsurance

The Company has reported in its operations in the current year as a result of commutation of reinsurance with the companies listed below, amounts, which are reflected as:

(1) Losses incurred	\$	0
(2) Loss adjustment expenses incurred	\$	0
(3) Premiums earned	\$	0
(4) Other	\$	0
(5) <u>Company</u>		<u>Amount</u>
RGA Insurance	\$	0

## Notes to Financial Statements

### 24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

#### A. Method to Accrue Retrospective Premium Adjustments

- (1) The Company's contract with CMS includes a risk-sharing provision. The risk-sharing provision takes effect if actual pharmacy benefit costs are more than 5.0 percentage points above or below expected cost levels, as submitted by the Company in its initial contract application. The Company calculated an estimate of the risk share, and accordingly, as of and for the years ended December 31, 2012 and 2011, the Company recorded a risk share payable to CMS of \$476,970 and \$114,883, respectively which is included in health policy reserves in the accompanying statutory statements of admitted assets, liabilities, and capital and surplus, along with a corresponding retrospective premium adjustment in premium revenue in the statutory statements of revenue and expenses. The recorded amounts represent the estimated amount payable by the Company to CMS under the risk share contract provision if the program was terminated at December 31, 2012 or 2011 based on estimated costs incurred through that date. The final risk share amounts due to or from CMS, if any, will be determined approximately six months after the end of the contract year.

CMS also pays a catastrophic reinsurance subsidy, a low-income member cost sharing subsidy, and a coverage gap discount subsidy which represent cost reimbursements under the Part D program. The Company is fully reimbursed for costs incurred for these contract elements, and accordingly, there is no insurance risk to the Company. Amounts received for these subsidies are not reflected as premium revenue, but rather are accounted for as deposits. CMS' overpayments of the catastrophic reinsurance subsidy and low-income member cost sharing subsidy of \$431,211 and \$1,356,817 at December 31, 2012 and 2011, respectively, is included in liability for amounts held under uninsured plans in the accompanying statutory statements of admitted assets, liabilities, and capital and surplus. CMS' underpayment of the coverage gap discount subsidy of \$4,226 at December 31, 2012 is included in amounts receivable relating to under uninsured plans in the accompanying statutory statements of admitted assets, liabilities, and capital and surplus. CMS' overpayment of the coverage gap discount subsidy of \$12,914 at December 31, 2011 is included in liability for amounts held under uninsured plans in the accompanying statutory statements of admitted assets, liabilities, and capital and surplus.

- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of the net premiums written by the Company at December 31, 2012 and 2011 that are subject to retrospective rating features was \$41,362,158 and \$23,222,263, respectively, which represents 4.6% and 2.5%, respectively, of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.
- D. The Company participates only in Medicaid and Medicare business and is not currently subject to the medical loss rebates required by the Federal 2010 Patient Protection and Affordable Care and Public Health Service Acts.

### 25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$79,412,342. As of December 31, 2012, \$57,341,112 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for the prior years are now \$1,775,506 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$20,295,726 favorable prior-year development since December 31, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

### 26. Intercompany Pooling Arrangements

Not applicable

### 27. Structured Settlements

Not applicable

## Notes to Financial Statements

## 28. Health Care Receivables

## A. Pharmaceutical Rebate Receivables

<u>Quarter</u>	<u>Estimated pharmacy rebates as reported on financial statements</u>	<u>Pharmacy rebates as billed or otherwise confirmed</u>	<u>Actual rebates received within 90 days of billing</u>	<u>Actual rebates received within 91 to 180 days after billing</u>	<u>Actual rebates received more than 180 days after billing</u>
12/31/12	317,878	317,878	—	—	—
09/30/12	283,333	339,762	—	—	—
06/30/12	257,737	321,477	—	86,268	—
03/31/12	227,317	282,554	—	250,641	—
12/31/11	149,533	159,163	—	—	138,429
09/30/11	142,628	156,046	—	—	151,584
06/30/11	114,324	131,541	—	—	123,108
03/31/11	97,973	115,682	—	—	103,690
12/31/10	84,735	103,255	—	—	99,786
09/30/10	78,927	93,229	—	—	92,781
06/30/10	72,315	88,123	—	3,033	85,082
03/31/10	181,853	80,988	—	3,974	77,005

## B. Risk Sharing Receivables

None

## 29. Participating Policies

Not applicable

## 30. Premium Deficiency Reserves

The Company did not record premium deficiency reserves as of December 31, 2012 and 2011.

## 31. Anticipated Salvage and Subrogation

The Company did not have any salvage or subrogation recoveries at December 31, 2012 and 2011, respectively.

## GENERAL INTERROGATORIES

### PART 1 - COMMON INTERROGATORIES

#### GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes[X] No[] N/A[]
- 1.3 State Regulating? Tennessee
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
- 2.2 If yes, date of change: 12/31/2012
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 11/09/2011
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). Yes[] No[] N/A[X]
- 3.4 By what department or departments? Yes[X] No[] N/A[]
- 3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with departments?
- 3.6 Have all of the recommendations within the latest financial examination report been complied with?
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes[] No[X]
- 4.12 renewals? Yes[] No[X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes[] No[X]
- 4.22 renewals? Yes[] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes[] No[X]
- 7.2 If yes, 0.000%
- 7.21 State the percentage of foreign control
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e., the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
		Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
KPMG LLP, 440 Monticello Avenue, Suite 1900, Norfolk, Virginia 23510
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes[] No[X]
- 10.2 If response to 10.1 is "yes," provide information related to this exemption:
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes[] No[X]
- 10.4 If response to 10.3 is "yes," provide information related to this exemption:
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes[X] No[] N/A[]
- 10.6 If the response to 10.5 is "NO" or "N/A" please explain:
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?  
John C. Lloyd, FSA, MAAA, OptumInsight, 2170 Satellite Blvd. Suite 150, Duluth, GA 30097
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes[] No[X]
- 12.11 Name of real estate holding company
- 12.12 Number of parcels involved

## GENERAL INTERROGATORIES (Continued)

- 12.13 Total book/adjusted carrying value \$ 0
- 12.2 If yes, provide explanation
13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity? Yes [ ] No [ ] N/A [X]
- 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [ ] No [ ] N/A [X]
- 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [ ] No [ ] N/A [X]
- 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [ ] No [ ] N/A [X]
- 14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
- a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- c. Compliance with applicable governmental laws, rules and regulations;
- d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- e. Accountability for adherence to the code.
- 14.11 If the response to 14.1 is no, please explain:
- 14.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]
- 14.21 If the response to 14.2 is yes, provide information related to amendment(s).
- 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]
- 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).
- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [ ] No [X]
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

	1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
15.2001				

### BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [X] No [ ]
17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [X] No [ ]
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No [ ]

### FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [ ] No [X]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers \$ 0
- 20.12 To stockholders not officers \$ 0
- 20.13 Trustees, supreme or grand (Fraternal only) \$ 0
- 20.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers \$ 0
- 20.22 To stockholders not officers \$ 0
- 20.23 Trustees, supreme or grand (Fraternal only) \$ 0
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [ ] No [X]
- 21.2 If yes; state the amount thereof at December 31 of the current year:
- 21.21 Rented from others \$ 0
- 21.22 Borrowed from others \$ 0
- 21.23 Leased from others \$ 0
- 21.24 Other \$ 0
- 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [ ] No [X]
- 22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment \$ 0
- 22.22 Amount paid as expenses \$ 0
- 22.23 Other amounts paid \$ 0
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [X]
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

### INVESTMENT

- 24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes [X] No [ ]
- 24.02 If no, give full and complete information, relating thereto
- 24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
- 24.04 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [ ] No [ ] N/A [X]
- 24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. \$ 0
- 24.06 If answer to 24.04 is no, report amount of collateral for other programs. \$ 0
- 24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [ ] No [ ] N/A [X]
- 24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [ ] No [ ] N/A [X]
- 24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [ ] No [ ] N/A [X]
- 24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. \$ 0

## GENERAL INTERROGATORIES (Continued)

24.102 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. \$ ..... 0  
 24.103 Total payable for securities lending reported on the liability page. \$ ..... 0

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes[X] No[]

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements	\$ ..... 0
25.22 Subject to reverse repurchase agreements	\$ ..... 0
25.23 Subject to dollar repurchase agreements	\$ ..... 0
25.24 Subject to reverse dollar repurchase agreements	\$ ..... 0
25.25 Pledged as collateral	\$ ..... 0
25.26 Placed under option agreements	\$ ..... 0
25.27 Letter stock or securities restricted as to sale	\$ ..... 0
25.28 On deposit with state or other regulatory body	\$ ..... 18,250,348
25.29 Other	\$ ..... 0

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes[] No[X]  
 26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[] No[] N/A[X]  
 If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes[] No[X]  
 27.2 If yes, state the amount thereof at December 31 of the current year. \$ ..... 0

28. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section I, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[X] No[]

28.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian's Address
U.S. Bank, N.A. ....	1025 Connecticut Avenue, Suite 517, Washington, DC 20036 .....
U.S. Bank Corporate Trust .....	2204 Lakeshore Drive, Suite 302, Homewood, AL 35209 .....

28.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes[] No[X]  
 28.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

28.05 Identify all investment advisers, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository Number(s)	2 Name	3 Address
77784 .....	Deutsche Investment Management Americas, Inc. ....	345 Park Ave, New York, New York 10154 .....

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])? Yes[X] No[]  
 29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
..... 464287168 .....	Ishares Trust Dow Jones Dividend .....	1,144,800
..... 464287408 .....	Ishares S&P 500 Value Index .....	2,396,679
..... 78462F103 .....	SPDR S&P 500 ETF Trust .....	1,424,100
..... 78464A763 .....	SPDR S&P Dividend ETF .....	2,661,983
..... 921943858 .....	Vanguard MSCI EAFE - EFT .....	2,113,800
..... 921946406 .....	Vanguard high dividend Yield ETF .....	1,481,400
..... 922042775 .....	Vanguard FTSE All World ex-US ETF .....	2,287,500
..... 922908744 .....	Vanguard Value ETF .....	2,352,000
29.2999 Total .....		15,862,262

## GENERAL INTERROGATORIES (Continued)

29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
Ishares Trust Dow Jones Dividend	Lorillard, Inc.	42,358	12/31/2012
Ishares Trust Dow Jones Dividend	Lockhead Martin Corp	33,199	12/31/2012
Ishares Trust Dow Jones Dividend	Chevron Corp	25,186	12/31/2012
Ishares Trust Dow Jones Dividend	Entery Corp	22,896	12/31/2012
Ishares Trust Dow Jones Dividend	McDonald Corp	21,751	12/31/2012
Ishares S&P 500 Value Index	General Electric Co	83,884	12/31/2012
Ishares S&P 500 Value Index	Chevron Corp	81,487	12/31/2012
Ishares S&P 500 Value Index	AT&T	76,694	12/31/2012
Ishares S&P 500 Value Index	Exxon Mobil Corp	69,504	12/31/2012
Ishares S&P 500 Value Index	Berkshire Hathaway	64,710	12/31/2012
SPDR S&P 500 ETF Trust	Apple, Inc.	55,540	12/31/2012
SPDR S&P 500 ETF Trust	Exxon Mobil Corp	44,147	12/31/2012
SPDR S&P 500 ETF Trust	General Electric	24,210	12/31/2012
SPDR S&P 500 ETF Trust	Chevron Corp	22,786	12/31/2012
SPDR S&P 500 ETF Trust	Microsoft Corp	22,786	12/31/2012
SPDR S&P Dividend ETF	Avon Products	71,874	12/31/2012
SPDR S&P Dividend ETF	AT&T	61,226	12/31/2012
SPDR S&P Dividend ETF	HCP Inc	61,226	12/31/2012
SPDR S&P Dividend ETF	Leggett & Platt	58,564	12/31/2012
SPDR S&P Dividend ETF	Nucor Corp	58,564	12/31/2012
Vanguard MSCI EAFE - ETF	Nestle SA	44,390	12/31/2012
Vanguard MSCI EAFE - ETF	HSBC Holdings	35,935	12/31/2012
Vanguard MSCI EAFE - ETF	Vodafone Group	31,707	12/31/2012
Vanguard MSCI EAFE - ETF	BP Corp	27,479	12/31/2012
Vanguard MSCI EAFE - ETF	Novartis AG	27,479	12/31/2012
Vanguard high dividend Yield ETF	Exxon Mobil Corp	97,772	12/31/2012
Vanguard high dividend Yield ETF	Microsoft Corp	62,219	12/31/2012
Vanguard high dividend Yield ETF	General Electric Company	53,330	12/31/2012
Vanguard high dividend Yield ETF	AT&T	50,368	12/31/2012
Vanguard high dividend Yield ETF	Chevron Corp	50,368	12/31/2012
Vanguard FTSE All World ex-US ETF	Nestle SA	32,025	12/31/2012
Vanguard FTSE All World ex-US ETF	HSBC Holdings	25,163	12/31/2012
Vanguard FTSE All World ex-US ETF	Novartis AG	22,875	12/31/2012
Vanguard FTSE All World ex-US ETF	Vodafone Group	20,588	12/31/2012
Vanguard FTSE All World ex-US ETF	BP Corp	18,300	12/31/2012
Vanguard Value ETF	Exxon Mobil Corp	143,472	12/31/2012
Vanguard Value ETF	General Electric Company	79,968	12/31/2012
Vanguard Value ETF	Chevron Corp	75,264	12/31/2012
Vanguard Value ETF	AT&T	75,264	12/31/2012
Vanguard Value ETF	Johnson & Johnson	65,856	12/31/2012

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	176,736,206	180,721,482	3,985,276
30.2 Preferred stocks			
30.3 Totals	176,736,206	180,721,482	3,985,276

30.4 Describe the sources or methods utilized in determining the fair values  
Custodial and Broker statements

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes[X] No[]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes[X] No[] N/A[]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[]

32.2 If no, list exceptions:

### OTHER

33.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? \$..... 119,147

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1 Name	2 Amount Paid
National Committee for Quality Assurance (NCQA)	70,148

34.1 Amount of payments for legal expenses, if any? \$..... 16,392

## GENERAL INTERROGATORIES (Continued)

34.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Waller Lansden Dortch and Davis, PLLC .....	9,801
Leitner, Williams, Dooley & Napolitan, PLLC .....	4,483

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? \$..... 16,620

35.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
Frost Brown Todd, LLC .....	47,000

# GENERAL INTERROGATORIES (Continued)

## PART 2 - HEALTH INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes  No
- 1.2 If yes, indicate premium earned on U.S. business only: \$ ..... 0
- 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$ ..... 0
- 1.31 Reason for excluding:
- 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$ ..... 0
- 1.5 Indicate total incurred claims on all Medicare Supplement Insurance. \$ ..... 0
- 1.6 Individual policies - Most current three years:
- 1.61 Total premium earned \$ ..... 0
- 1.62 Total incurred claims \$ ..... 0
- 1.63 Number of covered lives ..... 0
- All years prior to most current three years:
- 1.64 Total premium earned \$ ..... 0
- 1.65 Total incurred claims \$ ..... 0
- 1.66 Number of covered lives ..... 0
- 1.7 Group policies - Most current three years:
- 1.71 Total premium earned \$ ..... 0
- 1.72 Total incurred claims \$ ..... 0
- 1.73 Number of covered lives ..... 0
- All years prior to most current three years:
- 1.74 Total premium earned \$ ..... 0
- 1.75 Total incurred claims \$ ..... 0
- 1.76 Number of covered lives ..... 0

2. Health Test

	1 Current Year	2 Prior Year
2.1 Premium Numerator	904,880,116	920,132,503
2.2 Premium Denominator	904,880,116	920,132,503
2.3 Premium Ratio (2.1 / 2.2)	1.000	1.000
2.4 Reserve Numerator	72,970,673	79,527,225
2.5 Reserve Denominator	73,447,643	79,527,225
2.6 Reserve Ratio (2.4 / 2.5)	0.994	1.000

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes  No
- 3.2 If yes, give particulars:

- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes  No
- 4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes  No  N/A

- 5.1 Does the reporting entity have stop-loss reinsurance? Yes  No
- 5.2 If no, explain:
- 5.3 Maximum retained risk (see instructions):
- 5.31 Comprehensive Medical \$ ..... 1,250,000
- 5.32 Medical Only \$ ..... 0
- 5.33 Medicare Supplement \$ ..... 0
- 5.34 Dental & Vision \$ ..... 0
- 5.35 Other Limited Benefit Plan \$ ..... 0
- 5.36 Other \$ ..... 0

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:  
On July 1, 2012, AGP entered into an insolvency continuation and conversion provision with RGA Reinsurance Company with the attachment points of \$1,250,000 per member. The Company during this reporting period had no Unsecured Reinsurance Recoverable, Reinsurance Recoverable In Dispute, Uncollectible Reinsurance, and Commutation of Reinsurance or Retroactive Reinsurance.

- 7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes  No
- 7.2 If no, give details:

8. Provide the following information regarding participating providers:
- 8.1 Number of providers at start of reporting year ..... 7,554
- 8.2 Number of providers at end of reporting year ..... 8,038

- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes  No
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months ..... 0
- 9.22 Business with rate guarantees over 36 months ..... 0

- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes  No
- 10.2 If yes:
- 10.21 Maximum amount payable bonuses \$ ..... 0
- 10.22 Amount actually paid for year bonuses \$ ..... 207,752
- 10.23 Maximum amount payable withholds \$ ..... 0
- 10.24 Amount actually paid for year withholds \$ ..... 0

- 11.1 Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model, Yes  No
- 11.13 An Individual Practice Association (IPA), or, Yes  No
- 11.14 A Mixed Model (combination of above)? Yes  No
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes  No
- 11.3 If yes, show the name of the state requiring such net worth. Tennessee

- 11.4 If yes, show the amount required. \$ ..... 17,323,202
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes  No
- 11.6 If the amount is calculated, show the calculation.  
The greater of \$1,500,000 or an amount totaling 4% of the first \$150,000,000 of premium revenues earned for the prior calendar year, plus 1.5% of the amount earned in excess of \$150,000,000 for the prior calendar year. \$17,323,202 (\$150,000,000 x 4% + (\$904,880,116 - \$150,000,000) x 1.5%)

12. List service areas in which the reporting entity is licensed to operate:

1 Name of Service Area
Grand Region Middle

- 13.1 Do you act as a custodian for health savings accounts? Yes  No
- 13.2 If yes, please provide the amount of custodial funds held as of the reporting date: \$ ..... 0
- 13.3 Do you act as an administrator for health savings accounts? Yes  No

## GENERAL INTERROGATORIES (Continued)

13.4 If yes, please provide the balance of the funds administered as of the reporting date:

\$..... 0

## FIVE-YEAR HISTORICAL DATA

	1 2012	2 2011	3 2010	4 2009	5 2008
<b>BALANCE SHEET (Pages 2 and 3)</b>					
1. TOTAL Admitted Assets (Page 2, Line 28) .....	212,184,230	257,616,618	340,305,606	163,369,258	133,532,605
2. TOTAL Liabilities (Page 3, Line 24) .....	106,104,385	113,423,126	189,703,065	82,515,366	78,944,307
3. Statutory surplus .....	17,323,202	17,551,988	17,616,707	16,133,399	15,656,844
4. TOTAL Capital and Surplus (Page 3, Line 33) .....	106,079,845	144,193,492	150,602,541	80,853,892	54,588,298
<b>INCOME STATEMENT (Page 4)</b>					
5. TOTAL Revenues (Line 8) .....	904,880,116	920,132,503	888,601,659	626,125,979	607,095,174
6. TOTAL Medical and Hospital Expenses (Line 18) .....	741,069,296	695,948,802	653,302,266	516,193,087	535,851,712
7. Claims adjustment expenses (Line 20) .....	25,706,479	22,124,382	21,399,865	16,002,926	15,665,584
8. TOTAL Administrative Expenses (Line 21) .....	102,262,359	107,852,442	102,885,865	73,036,222	56,115,828
9. Net underwriting gain (loss) (Line 24) .....	35,841,982	94,206,877	111,013,663	20,893,744	(537,950)
10. Net investment gain (loss) (Line 27) .....	3,195,968	2,552,149	1,781,959	1,647,674	3,362,950
11. TOTAL Other Income (Lines 28 plus 29) .....					
12. Net income or (loss) (Line 32) .....	25,844,500	67,625,312	71,595,578	22,541,418	2,825,000
<b>Cash Flow (Page 6)</b>					
13. Net cash from operations (Line 11) .....	24,105,234	(15,469,336)	198,905,015	(12,697,884)	6,321,953
<b>RISK-BASED CAPITAL ANALYSIS</b>					
14. TOTAL Adjusted Capital .....	106,079,845	144,193,492	150,602,541	80,853,892	54,588,298
15. Authorized control level risk-based capital .....	28,849,673	27,192,681	25,560,518	20,115,782	20,987,751
<b>ENROLLMENT (Exhibit 1)</b>					
16. TOTAL Members at End of Period (Column 5, Line 7) .....	205,980	204,186	203,382	195,103	186,887
17. TOTAL Members Months (Column 6, Line 7) .....	2,459,155	2,465,218	2,430,753	2,297,031	2,224,177
<b>OPERATING PERCENTAGE (Page 4)</b>					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5) .....	100.0	100.0	100.0	100.0	100.0
19. TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19) .....	81.9	75.6	73.5	82.4	88.3
20. Cost containment expenses .....	2.2	1.9	1.8	1.8	1.9
21. Other claims adjustment expenses .....	0.6	0.5	0.6	0.8	0.7
22. TOTAL Underwriting Deductions (Line 23) .....	96.0	89.8	87.5	96.7	100.1
23. TOTAL Underwriting Gain (Loss) (Line 24) .....	4.0	10.2	12.5	3.3	(0.1)
<b>UNPAID CLAIMS ANALYSIS</b>					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5) .....	55,909,454	69,804,708	49,368,153	64,665,353	79,272,844
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)] .....	78,888,748	89,510,796	66,363,075	75,021,734	71,963,937
<b>INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES</b>					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1) .....					
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1) .....					
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1) .....					
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10) .....					
30. Affiliated mortgage loans on real estate .....					
31. All other affiliated .....					
32. TOTAL of Above Lines 26 to 31 .....					
33. TOTAL investment in parent included in Lines 26 to 31 above .....					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes[ ] No[ ] N/A[X]

If no, please explain::



## EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc.    2. LOCATION:

NAIC Group Code 0671

BUSINESS IN THE STATE OF TENNESSEE DURING THE YEAR

NAIC Company Code 12941

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>TOTAL Members at end of:</b>										
1. Prior Year .....	204,186							1,979	202,207	
2. First Quarter .....	205,595							3,023	202,572	
3. Second Quarter .....	204,832							3,250	201,582	
4. Third Quarter .....	205,548							3,556	201,992	
5. Current Year .....	205,980							3,744	202,236	
6. Current Year Member Months .....	2,459,155							39,873	2,419,282	
<b>TOTAL Member Ambulatory Encounters for Year:</b>										
7. Physician .....	1,379,956							52,246	1,327,710	
8. Non-Physician .....	1,642,050							36,595	1,605,455	
9. TOTAL .....	3,022,006							88,841	2,933,165	
10. Hospital Patient Days Incurred .....	161,414							10,104	141,310	
11. Number of Inpatient Admissions .....	21,424							1,192	20,232	
12. Health Premiums Written (b) .....	904,880,116							41,362,158	863,517,958	
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	904,880,116							41,362,158	863,517,958	
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	750,840,044							33,590,753	717,249,291	
18. Amount Incurred for Provision of Health Care Services .....	740,789,722							34,583,593	706,206,129	

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.  
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....41,362,158



## EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc.    2. LOCATION:

NAIC Group Code 0671

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR

NAIC Company Code 12941

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>TOTAL Members at end of:</b>										
1. Prior Year	204,186							1,979	202,207	
2. First Quarter	205,595							3,023	202,572	
3. Second Quarter	204,832							3,250	201,582	
4. Third Quarter	205,548							3,556	201,992	
5. Current Year	205,980							3,744	202,236	
6. Current Year Member Months	2,459,155							39,873	2,419,282	
<b>TOTAL Member Ambulatory Encounters for Year:</b>										
7. Physician	1,379,956							52,246	1,327,710	
8. Non-Physician	1,642,050							36,595	1,605,455	
9. TOTAL	3,022,006							88,841	2,933,165	
10. Hospital Patient Days Incurred	151,414							10,104	141,310	
11. Number of Inpatient Admissions	21,424							1,192	20,232	
12. Health Premiums Written (b)	904,880,116							41,362,158	863,517,958	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	904,880,116							41,362,158	863,517,958	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	750,840,044							33,590,753	717,249,291	
18. Amount Incurred for Provision of Health Care Services	740,789,722							34,583,593	706,206,129	

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.  
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....41,362,158

29 Grand Total

30 Schedule S - Part 1 - Section 2 ..... NONE

31 Schedule S - Part 2 ..... NONE

32 Schedule S - Part 3 - Section 2 ..... NONE

33 Schedule S - Part 4 ..... NONE

34 Schedule S - Part 5 ..... NONE

35 Schedule S - Part 5 (continued) ..... NONE

36 Schedule S - Part 6 ..... NONE

## SCHEDULE S - PART 7

### Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
<b>ASSETS (Page 2, Col. 3)</b>			
1. Cash and invested assets (Line 12) .....	198,886,443		198,886,443
2. Accident and health premiums due and unpaid (Line 15) .....	7,927,310		7,927,310
3. Amounts recoverable from reinsurers (Line 16.1) .....			
4. Net credit for ceded reinsurance .....	X X X		
5. All other admitted assets (Balance) .....	5,370,477		5,370,477
6. TOTAL Assets (Line 28) .....	212,184,230		212,184,230
<b>LIABILITIES, CAPITAL AND SURPLUS (Page 3)</b>			
7. Claims unpaid (Line 1) .....	72,842,721		72,842,721
8. Accrued medical incentive pool and bonus payments (Line 2) .....	127,952		127,952
9. Premiums received in advance (Line 8) .....			
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount) .....			
11. Reinsurance in unauthorized companies (Line 20 minus inset amount) .....			
12. Reinsurance with Certified Reinsurers (Line 20 inset amount) .....			
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount) .....			
14. All other liabilities (Balance) .....	33,133,712		33,133,712
15. TOTAL Liabilities (Line 24) .....	106,104,385		106,104,385
16. TOTAL Capital and Surplus (Line 33) .....	106,079,845	X X X	106,079,845
17. TOTAL Liabilities, Capital and Surplus (Line 34) .....	212,184,230		212,184,230
<b>NET CREDIT FOR CEDED REINSURANCE</b>			
18. Claims unpaid .....			
19. Accrued medical incentive pool .....			
20. Premiums received in advance .....			
21. Reinsurance recoverable on paid losses .....			
22. Other ceded reinsurance recoverables .....			
23. TOTAL Ceded Reinsurance Recoverables .....			
24. Premiums receivable .....			
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers .....			
26. Unauthorized reinsurance .....			
27. Reinsurance with Certified Reinsurers .....			
28. Funds held under reinsurance treaties with Certified Reinsurers .....			
29. Other ceded reinsurance payables/offsets .....			
30. TOTAL Ceded Reinsurance Payables/Offsets .....			
31. TOTAL Net Credit for Ceded Reinsurance .....			

# SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS ALLOCATED BY STATES AND TERRITORIES

1 State, Etc.	Active Status	Direct Business Only							
		2 Accident & Health Premiums	3 Medicare Title XVII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit - Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	N								
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	L		41,362,158	863,517,958			904,880,116		
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Marianas Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	X X X								
59. Subtotal	X X X		41,362,158	863,517,958			904,880,116		
60. Reporting entity contributions for Employee Benefit Plans	X X X								
61. TOTAL (Direct Business)	(a) 1		41,362,158	863,517,958			904,880,116		

**DETAILS OF WRITE-INS**

5801.	X X X								
5802.	X X X								
5803.	X X X								
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.  
Explanation of basis of allocation of premiums by states, etc.:

**SCHEDULE T - PART 2**  
**INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN**  
**ALLOCATED BY STATES AND TERRITORIES**

Direct Business only						
States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)						
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CAN)						
58. Aggregate other alien (OT)						
59. TOTALS						

**NONE**

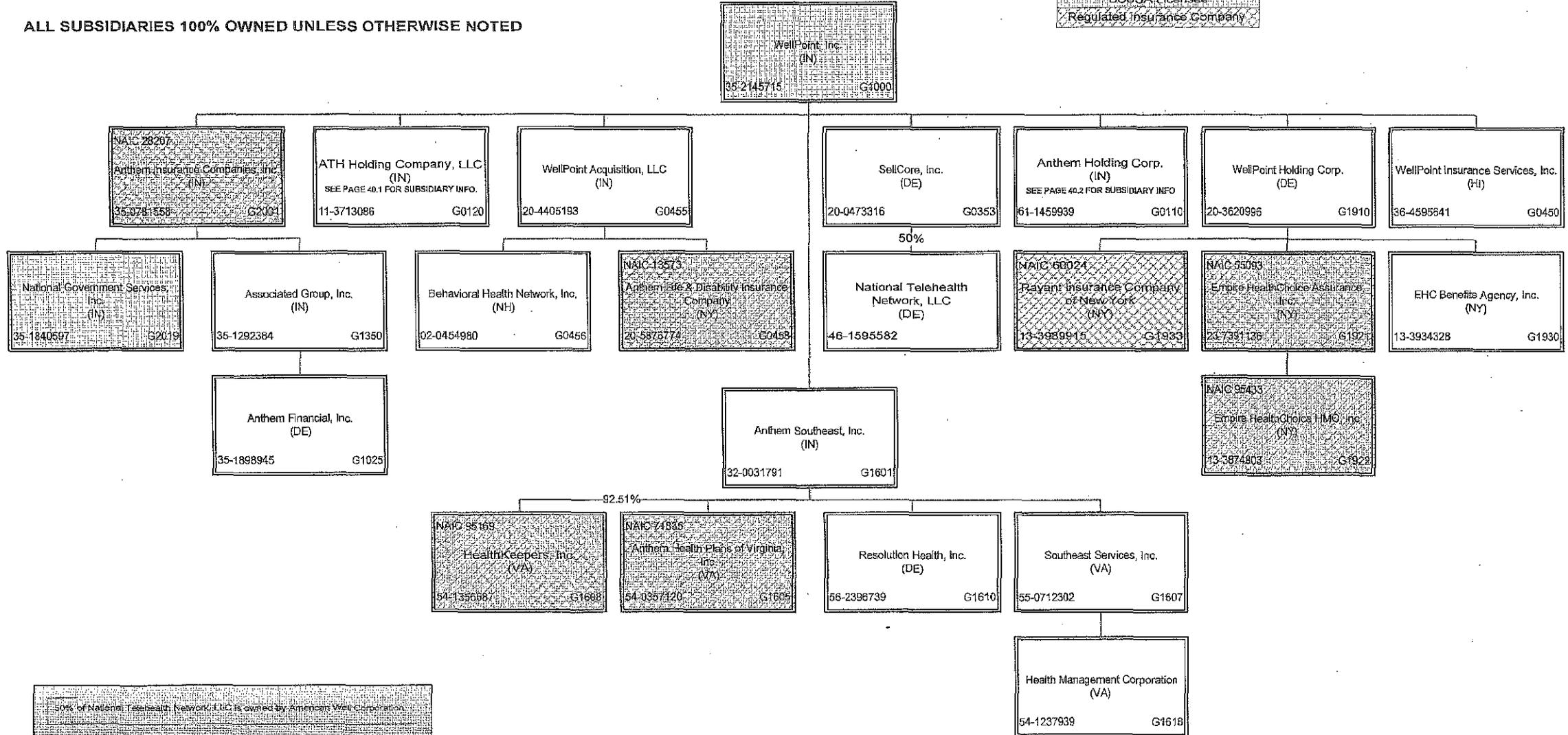
## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

### MEMBERS OF A HOLDING COMPANY GROUP

#### PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

ECBSA Licensee  
Regulated Insurance Company



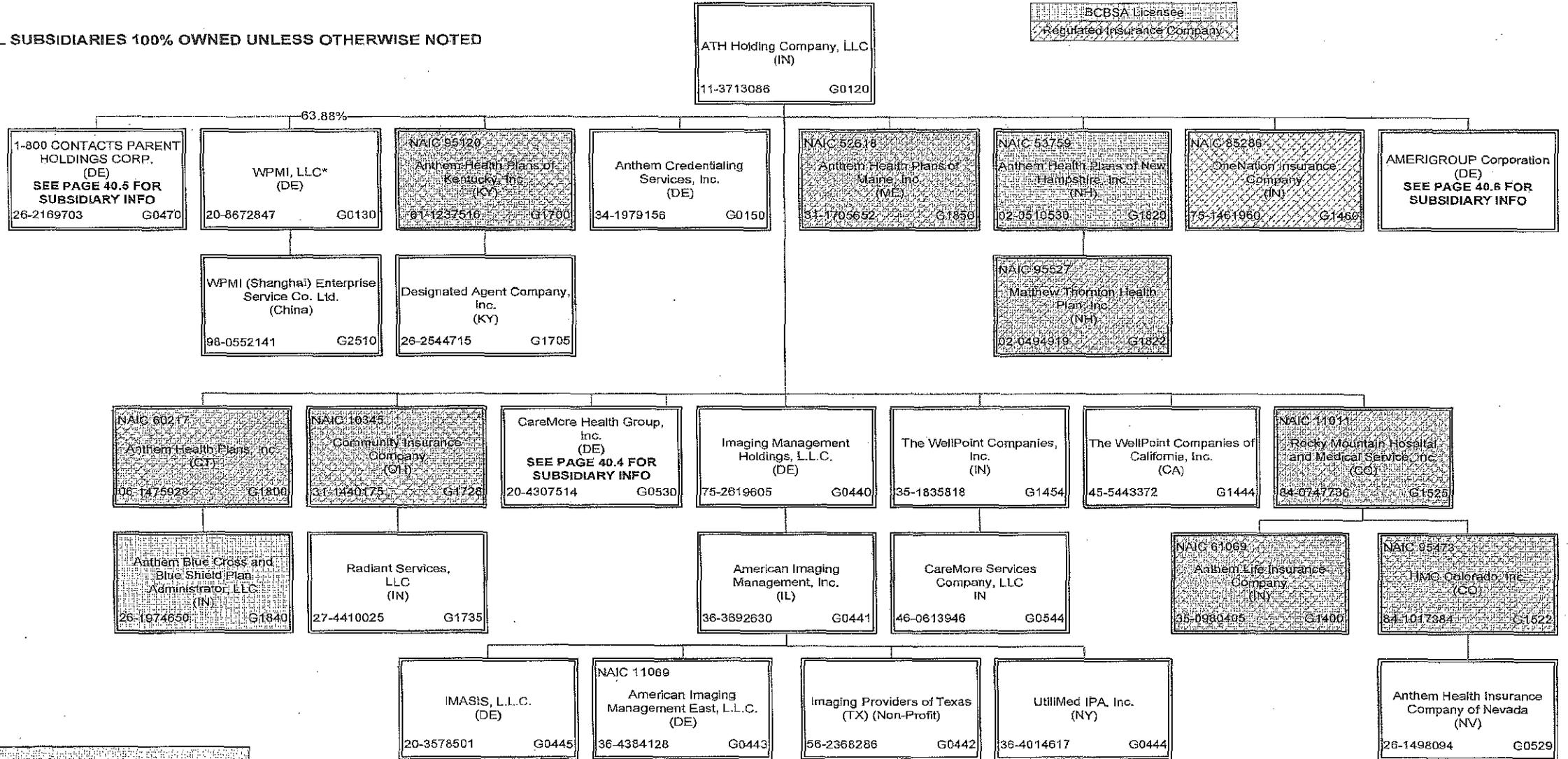
40

# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

## MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



BCBSA Licensee  
Regulated Insurance Company

40.1

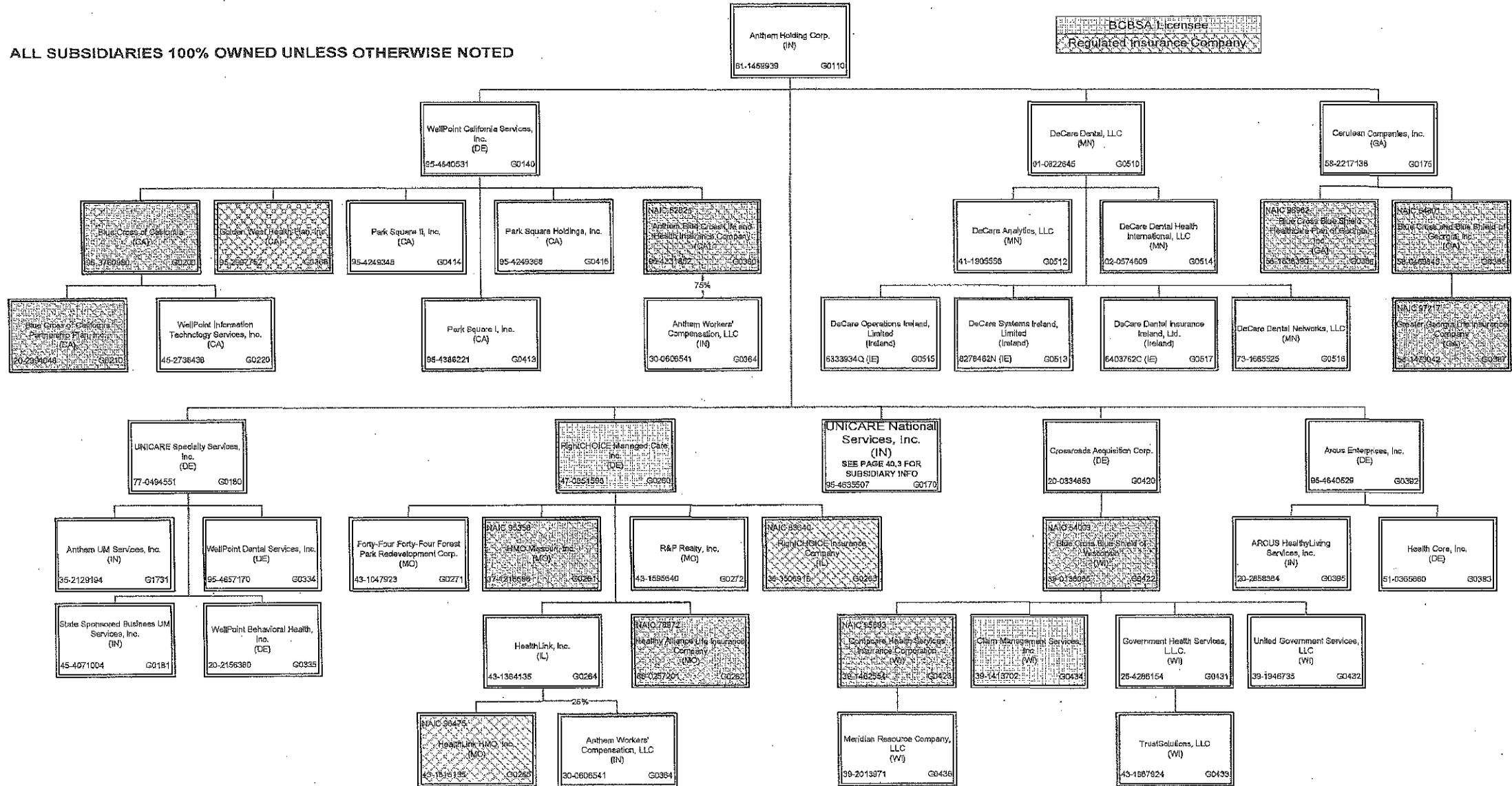
98.12% of WPMI, LLC is owned by unaffiliated investors.

# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

## MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

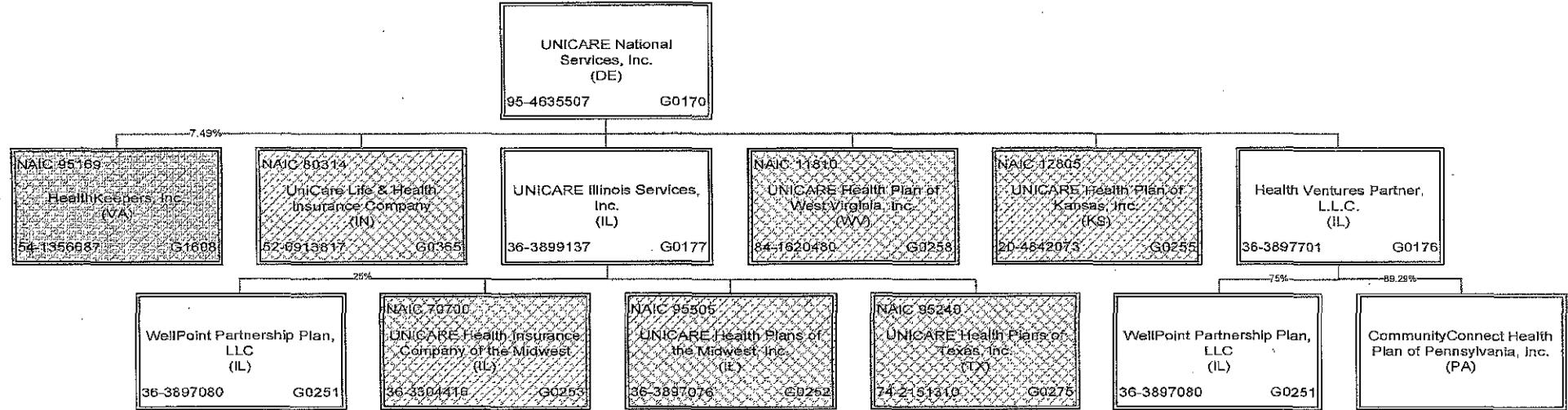


402

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER**  
**MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee  
 Regulated Insurance Company



40.3

10.71% of CommunityConnect Health Plan of Pennsylvania, Inc. is owned by unaffiliated investors.

## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

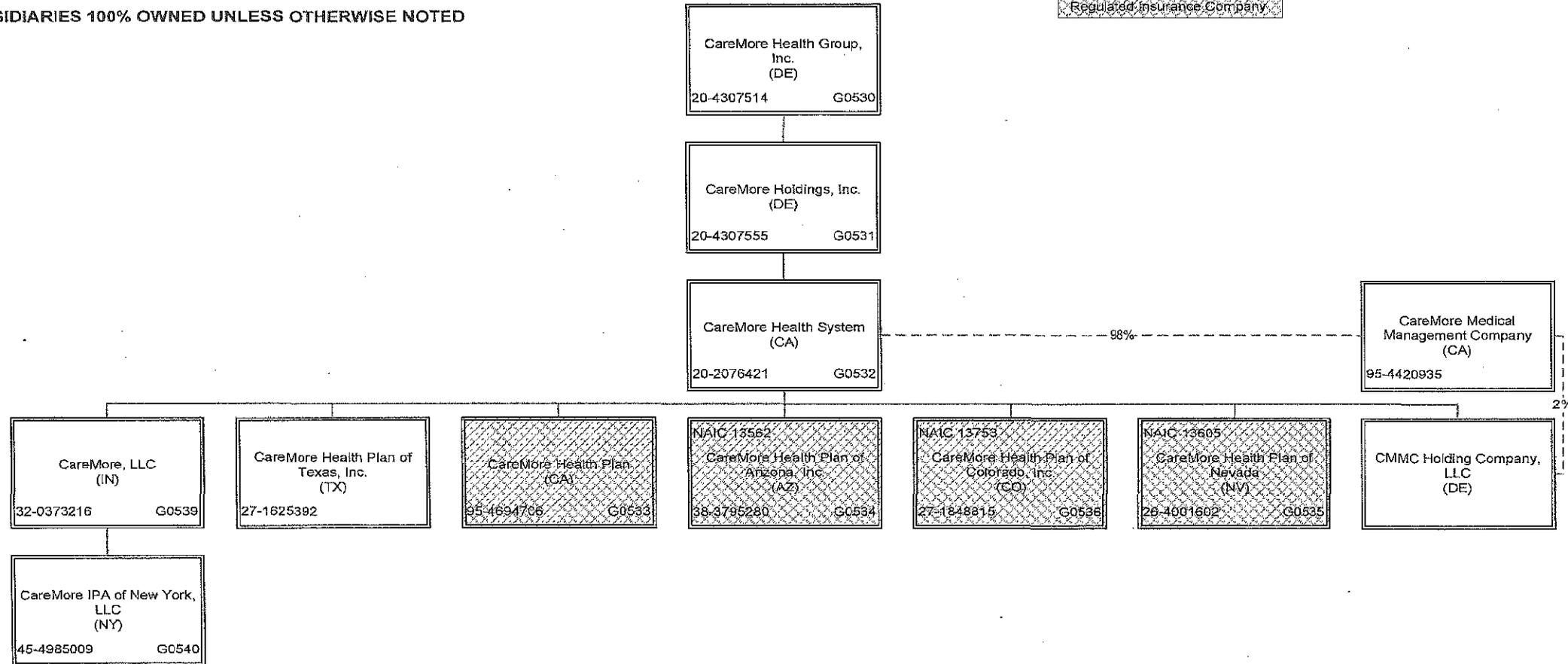
### MEMBERS OF A HOLDING COMPANY GROUP

#### PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee  
 Regulated Insurance Company

40.4



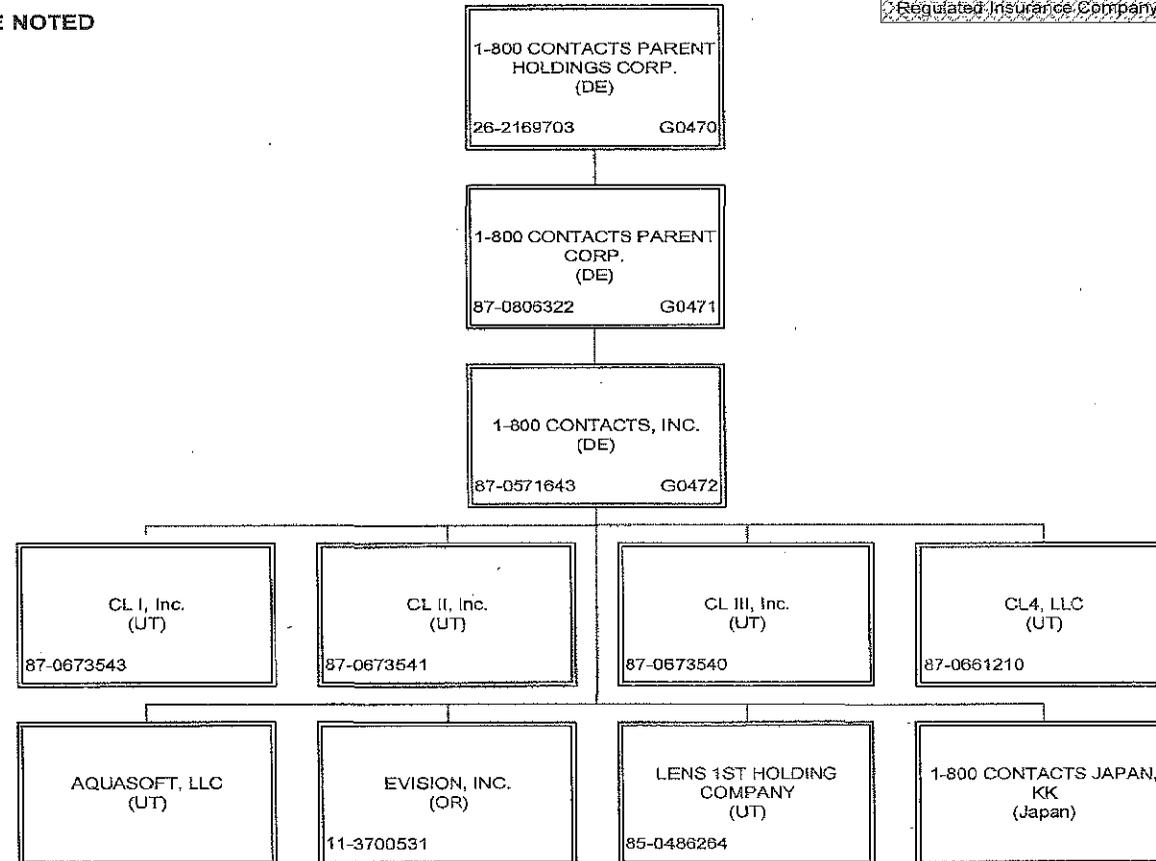
# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

## MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee  
Regulated Insurance Company



## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

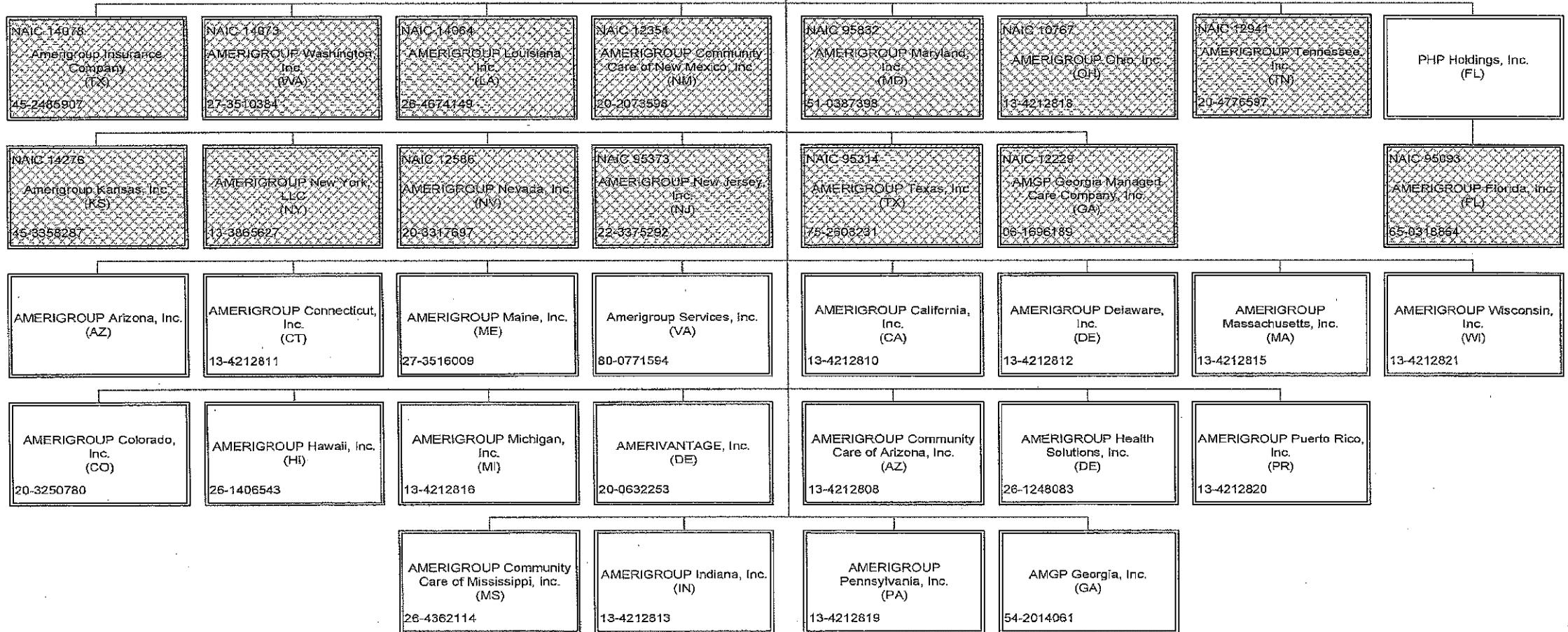
### MEMBERS OF A HOLDING COMPANY GROUP

#### PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee  
Regulated Insurance Company

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

AMERIGROUP Corporation  
(DE)  
  
G0601



40.6

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	87-0571643				1-800 CONTACTS, INC.	DE	NIA	1-800 CONTACTS PARENT CORP.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					1-800 CONTACTS JAPAN, KK	JPN	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0806322				1-800 CONTACTS PARENT CORP.	DE	NIA	1-800 CONTACTS PARENT HOLDINGS CORP.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2169703				1-800 CONTACTS PARENT HOLDINGS CORP.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	IA	American Imaging Management	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3692630				American Imaging Management, Inc.	IL	NIA	AMERIGROUP Arizona, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212810				AMERIGROUP California, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3250780				AMERIGROUP Colorado, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212808				AMERIGROUP Community Care of Arizona, Inc.	CO	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-4362114				AMERIGROUP Community Care of Mississippi, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	MS	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212811				AMERIGROUP Connecticut, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AMERIGROUP Corporation	CT	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212812				AMERIGROUP Delaware, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1406543				AMERIGROUP Hawaii, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1248083				AMERIGROUP Health Solutions, Inc.	HI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212813				AMERIGROUP Indiana, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	IN	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-3516009				AMERIGROUP Maine, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	ME	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212815				AMERIGROUP Massachusetts, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212816				AMERIGROUP Michigan, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	MI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3865627				AMERIGROUP New York, LLC	NJ	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	NY	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	0000001
0671	WellPoint, Inc.	00000	13-4212819				AMERIGROUP Pennsylvania, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
								PA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	13-4212820				AMERIGROUP Puerto Rico, Inc.	PR	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0632253				AMERIVANTAGE, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1974650				Anthem Blue Cross and Blue Shield Plan Administrator, LLC	IN	NIA	Anthem Health Plans, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	34-1979156				Anthem Credentialing Services, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	61-1459939				Anthem Holding Corp.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640529				AQUASOFT, LLC	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	

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**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-In-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership			
0671	WellPoint, Inc.	00000	35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3713086				ATH Holding Company, LLC	IN	DIP	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	02-0454980				Behavioral Health Network, Inc.	NH	NIA	WellPoint Acquisition, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-3760980				Blue Cross of California	CA	IA	Crossroads Acquisition Corp. WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	0000002
0671	WellPoint, Inc.	00000	20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	0000003
0671	WellPoint, Inc.	00000	95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	0000004
0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	58-2217138				Cerulean Companies, Inc.	GA	NIA	CMMC Holding Company, LLC	Ownership	2.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673543				CL I, Inc.	UT	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673541				CL II, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673540				CL III, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0661210				CL4, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					CMMC Holding Company, LLC	DE	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2393838				CommunityConnect Health Plan of Pennsylvania, Inc.	PA	NIA	Health Ventures Partner, L.L.C.	Ownership	89.3	WellPoint, Inc.	0000005
0671	WellPoint, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	

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## SCHEDULE Y

### PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	95693	39-1462554				CompCare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	02-0574809				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Dental Insurance Ireland, Ltd.	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Operations Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Systems Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3700531				EVISION, INC.	OR	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	0000006
0671	WellPoint, Inc.	00000	26-4286154				Government Health Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.5	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.5	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1384135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	75-2619605				Imaging Management Holdings, L.L.C.	DE	UIP	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	

## SCHEDULE Y

### PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-In-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3578501				IMASIS, L.L.C.	DE	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	85-0486264				LENS 1ST HOLDING COMPANY	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-2013971				Meridian Resource Company, LLC	WI	NIA	CompCare Health Services Insurance Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.0	WellPoint, Inc.	0000007
0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1595640				PHP Holdings, Inc.	FL	UDP	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-4410025				Radiant Services, LLC	IN	NIA	Community Insurance Company	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60024	13-3989915				Rayant Insurance Company of New York	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	83640	36-3506910				RightCHOICE Insurance Company	IL	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-5443372				The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	70700	36-3304416				UNICARE Health Insurance Company of the Midwest	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	

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## SCHEDULE Y

### PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange If Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95505	38-3897076				UNICARE Health Plans of the Midwest, Inc.	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1946735				United Government Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4014617				UtilMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3620996				WellPoint Holding Corp.	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.	00000	98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.9	WellPoint, Inc.	0000008

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Asterisk	Explanation
0000001	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the New York State Department of Health.
0000002	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000003	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000004	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000005	10.71% owned by unaffiliated investors
0000006	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.

Asterisk	Explanation
0000007	50% owned by American Well Corporation .....
0000008	36.12% owned by unaffiliated investors .....

**SCHEDULE Y**  
**PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES**

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/(Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/(Payable) on Losses and/or Reserve Credit Taken/(Liability)
11069	36-4384128	American Imaging Management East, LLC					(2,257,562)				(2,257,562)	
	36-3692630	American Imaging Management, Inc.					(35,920,552)				(35,920,552)	
	54-1739323	AMERIGROUP Corporation	113,896,800	(443,407,856)			668,965,528				339,454,472	
95373	22-3375292	AMERIGROUP New Jersey, Inc.		349,329			(44,979,354)				(44,630,025)	
95314	75-2603231	AMERIGROUP Texas, Inc.		58,820,233			(151,571,059)				(92,750,826)	
95832	51-0387398	AMERIGROUP Maryland, Inc.	(40,000,000)	508,895			(57,834,497)				(97,125,602)	
95093	65-0318864	AMERIGROUP Florida, Inc.		530,921			(47,540,340)				(47,009,419)	
10767	13-4212818	AMERIGROUP Ohio Inc dba AMERIGROUP Comm Care	(4,896,800)	421,989			(18,072,255)				(22,547,066)	
10153	20-1581237	AMERIGROUP Virginia, Inc.	(4,000,000)	323,079			(11,342,086)				(15,019,007)	
12354	20-2073598	AMERIGROUP Community Care of New Mexico, Inc.		176,980			(34,127,135)				(33,950,155)	
12586	20-3317697	AMERIGROUP Nevada, Inc.		134,248			(22,359,400)				(22,225,152)	
12229	06-1696189	AMGP Georgia Managed Care Company, Inc.		788,159			(80,226,903)				(79,438,744)	
00000	13-3865627	AMERIGROUP New York, LLC		190,514,314			(99,519,608)				90,994,706	
12841	20-4776597	AMERIGROUP Tennessee, inc.	(65,000,000)	471,443			(62,719,804)				(127,248,361)	
14064	26-4674149	AMERIGROUP LA INC		55,154,988			(16,439,863)				38,715,125	
14073	27-3510384	AMERIGROUP WASHINGTON INC		33,501,771			(2,530,148)				30,971,623	
14078	45-2485907	AMERIGROUP INS CO		94,005,472			(19,046,012)				74,359,460	
14276	45-3358287	AMERIGROUP Kansas, Inc.		7,706,035			(257,064)				7,448,971	
62825	95-4331852	Anthem Blue Cross Life and Health Insur. Co., Inc.	(192,000,000)				(1,027,535,359)	(7,081,666)			(1,226,617,025)	4,837,263
95120	61-1237516	Anthem Health Plans of Kentucky, Inc.	(175,000,000)				(244,958,467)				(419,958,467)	
52618	31-1705652	Anthem Health Plans of Maine, Inc.	(110,000,000)				(90,525,329)				(200,525,329)	
53759	02-0510530	Anthem Health Plans of New Hampshire, Inc.	(15,000,000)				(55,274,178)	163,112			(70,111,066)	1,792,745
71835	54-0357120	Anthem Health Plans of Virginia, Inc.	(244,200,000)				(424,299,006)	10,386,211			(658,112,795)	(790,716)
60217	06-1475928	Anthem Health Plans, Inc.	(125,000,000)				(271,148,658)				(396,148,658)	
	61-1459939	Anthem Holding Corp.					13,273,507				13,273,507	
28207	35-0781558	Anthem Insurance Companies, Inc.	(279,400,000)				(860,910,997)	(6,380,086)			(1,146,691,083)	16,243,797
13573	20-5876774	Anthem Life and Disability Insurance Company					(361,775)				(361,775)	
61069	35-0980405	Anthem Life Insurance Company	(7,700,000)				(35,339,179)	6,019,409			(37,019,770)	(21,836,175)
54801	58-0469845	Blue Cross and Blue Shield of Georgia, Inc.	(50,000,000)				(75,388,713)				(125,388,713)	
96962	58-1638390	Blue Cross Blue Shield Healthcare Plan of GA, Inc.	(52,200,000)				(392,439,252)				(444,639,252)	
54003	39-0138065	Blue Cross Blue Shield of Wisconsin	(35,000,000)				(98,469,485)	(346,470)			(133,815,955)	(112,439)
	95-3760980	Blue Cross of California	(450,000,000)				(451,048,254)	(50,127)			(901,048,381)	73,752
	20-2994048	Blue Cross of California Partnership Plan, Inc.					(79,389,484)				(79,389,484)	
	95-4694706	Caremore Health Plan					(87,552,514)				(87,552,514)	
13562	38-3975280	Caremore Health Plan of Arizona, Inc.					(17,813,404)				(17,813,404)	
13605	26-4001602	Caremore Health Plan of Nevada					(5,949,369)				(5,949,369)	
	20-2076421	Caremore Medical Enterprises					88,677,450				88,677,450	
10345	31-1440175	Community Insurance Company	(367,000,000)				(686,842,714)				(1,053,842,714)	
95693	39-1462554	CompCare Health Services Insurance Corporation	(40,000,000)				(49,861,222)				(89,861,222)	
	01-0822645	DeCare Dental, LLC					(35,420,973)				(35,420,973)	
55093	23-7391136	Empire HealthChoice Assurance, Inc.	(136,955,207)				(612,927,914)				(749,883,121)	

**SCHEDULE Y**

**PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES**

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/(Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95433	13-3974803	Empire HealthChoice HMO, Inc.	(131,952,696)				(114,198,522)				(246,151,218)	
	95-2907752	Golden West Health Plan, Inc.					(2,107,469)				(2,107,469)	
97217	58-1473042	Greater Georgia Life Insurance Company					(5,483,817)				(5,483,817)	
	51-0365660	Health Core, Inc.					(18,590,714)				(18,590,714)	
95169	54-1356687	HealthKeepers, Inc.	(90,000,000)				(150,811,770)	(10,386,211)			(251,197,981)	790,716
96475	43-1616135	HealthLink HMO, Inc.	(12,000,000)				10,403,817	(23,612)			(1,619,795)	11,639
	43-1364135	HealthLink, Inc.					(75,268,194)				(75,268,194)	
78972	86-0257201	Healthy Alliance Life Insurance Company	(128,000,000)				(221,234,500)				(349,234,500)	
95473	84-1017384	HMO Colorado, Inc.	(4,300,000)				(19,412,071)				(23,712,071)	
95358	37-1216698	HMO Missouri, Inc.	(1,100,000)				(16,423,212)				(17,523,212)	
	98-0408753	HTH Re, LTD						7,081,666			7,081,666	(4,837,263)
95527	02-0494919	Matthew Thornton Health Plan, Inc.	(15,000,000)				(60,640,243)				(75,640,243)	
	35-1840597	National Government Services, Inc.					(15,299,179)				(15,299,179)	
85286	75-1461960	OneNation Insurance Company					(1,542,982)	54,631			(1,488,351)	201,060
60024	13-3989915	Rayant Insurance Company of New York					(31,542)				(31,542)	
	56-2396739	Resolution Health, Inc.					17,425,545				17,425,545	
83640	36-3506910	RightCHOICE Insurance Company					(111,714)				(111,714)	
	47-0851593	RightCHOICE Managed Care, Inc.					(28,991,626)				(28,991,626)	
11011	84-0747736	Rocky Mountain Hospital and Medical Service, Inc.	(82,700,000)				(217,950,072)	13,837,375			(286,812,697)	(21,984,645)
	35-1835818	The WellPoint Companies, Inc.					3,169,375,939				3,169,375,939	
70700	36-3304416	UNICARE Health Insurance Company of the Midwest	(2,200,000)				(1,546,056)				(3,746,056)	
12805	20-4842073	UNICARE Health Plan of Kansas, Inc.	(3,100,000)				(18,548,817)				(21,648,817)	
11810	84-1620480	UNICARE Health Plan of West Virginia, Inc.	(2,300,000)				(18,154,940)				(20,454,940)	
95420	74-2151310	UNICARE Health Plans of Texas, Inc.					(743,181)				(743,181)	
95505	36-3897076	UNICARE Health Plans of the Midwest, Inc.	(1,000,000)				157,201				(842,799)	
80314	52-0913817	UNICARE Life & Health Insurance Company	(50,000,000)				(70,796,961)	(13,274,232)			(134,071,193)	25,610,266
	95-4657170	WellPoint Dental Services, Inc.					9,036,880				9,036,880	
	20-3620996	WellPoint Holding Corp.	180,000,000				9,198,453				189,198,453	
	45-2736438	WellPoint Information Technology Services					230,657,849				230,657,849	
	36-3897080	WellPoint Partnership Plan, LLC					(14,754,837)				(14,754,837)	
	35-2145715	WellPoint, Inc.	2,623,107,903				3,166,070,136				5,789,178,041	
9999999		Control Totals							X X X			

Schedule Y Part 2 Explanation:

## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

**MARCH FILING**

- |   |     |
|---|-----|
| 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?                   | Yes |
| 2. Will an actuarial opinion be filed by March 1?   | Yes |
| 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?                           | Yes |
| 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? | Yes |

**APRIL FILING**

- |  |     |
|--|-----|
| 5. Will Management's Discussion and Analysis be filed by April 1?              | Yes |
| 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? | Yes |
| 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? | Yes |

**JUNE FILING**

- |  |     |
|--|-----|
| 8. Will an audited financial report be filed by June 1?  | Yes |
| 9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? | Yes |

**AUGUST FILING**

- |  |     |
|--|-----|
| 10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? | Yes |
|--|-----|

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific Interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

**MARCH FILING**

- |  |    |
|--|----|
| 11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?   | No |
| 12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?  | No |
| 13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?   | No |
| 14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?   | No |
| 15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? | No |
| 16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?                              | No |
| 17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?  | No |
| 18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?                                   | No |
| 19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?   | No |
| 20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?   | No |

**APRIL FILING**

- |  |    |
|--|----|
| 21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?  | No |
| 22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?  | No |
| 23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?          | No |
| 24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?                              | No |
| 25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? | No |

**AUGUST FILING**

- |  |     |
|--|-----|
| 26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? | Yes |
|--|-----|

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



Health Life Supplement



Health Property / Casualty Supplement



Schedule SIS



Actuarial Opinion on Participating and Non-Participating Policies



Statement of Non-Guaranteed Elements for Exhibit 5



Medicare Part D Coverage Supplement



Approval for Relief related to five-year rotation for lead Audit Partner



Approval for Relief related to one-year cooling off period for inde. CPA



Approval for Relief related to Require. for Audit Committees



## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES (continued)

LTC Supplemental Interrogatories



12941201230600000 2012 Document Code: 306

Analysis of Annuity Operations by Lines of Business



12941201221400000 2012 Document Code: 214

Health Property/Casualty Supplement - Insurance Expense Exhibit



12941201221300000 2012 Document Code: 213

Supplemental Health Care Exhibit



12941201221600000 2012 Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report



12941201221700000 2012 Document Code: 217

**NONE**

## SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities						
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies						
1.22 Issued by U.S. government sponsored agencies	7,562,646	3.802	7,562,646		7,562,646	3.802
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)						
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations	19,522,268	9.816	19,522,268		19,522,268	9.816
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	14,478,351	7.280	14,478,351		14,478,351	7.280
1.43 Revenue and assessment obligations	24,283,501	12.210	24,283,501		24,283,501	12.210
1.44 Industrial development and similar obligations						
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or Guaranteed by GNMA						
1.512 Issued or Guaranteed by FNMA and FHLMC						
1.513 All other						
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA						
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521						
1.523 All other						
2. Other debt and other fixed income securities (excluding short term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	56,842,573	28.580	56,842,573		56,842,573	28.580
2.2 Unaffiliated Non-U.S. securities (including Canada)	5,623,777	2.828	5,623,777		5,623,777	2.828
2.3 Affiliated securities						
3. Equity Interests:						
3.1 Investments in mutual funds	15,862,262	7.976	15,862,262		15,862,262	7.976
3.2 Preferred stocks:						
3.21 Affiliated						
3.22 Unaffiliated						
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated						
3.32 Unaffiliated						
3.4 Other equity securities:						
3.41 Affiliated						
3.42 Unaffiliated						
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated						
3.52 Unaffiliated						
4. Mortgage loans:						
4.1 Construction and land development						
4.2 Agricultural						
4.3 Single family residential properties						
4.4 Multifamily residential properties						
4.5 Commercial loans						
4.6 Mezzanine real estate loans						
5. Real estate investments:						
5.1 Property occupied by company						
5.2 Property held for production of income (including \$.....0 of property acquired in satisfaction of debt)						
5.3 Property held for sale (including \$.....0 property acquired in satisfaction of debt)						
6. Contract loans						
7. Derivatives						
8. Receivables for securities						
9. Securities Lending (Line 10, Asset Page reinvested collateral)				XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	54,711,065	27.509	54,711,065		54,711,065	27.509
11. Other invested assets						
12. Total invested assets	198,886,443	100.000	198,886,443		198,886,443	100.000

## SCHEDULE A - VERIFICATION BETWEEN YEARS

### Real Estate

1.	Book/adjusted carrying value, December 31 of prior year .....		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 6) .....		
2.2	Additional investment made after acquisition (Part 2, Column 9) .....		
3.	Current year change in encumbrances:		
3.1	Totals, Part 1, Column 13 .....		
3.2	Totals, Part 3, Column 11 .....		
4.	Total gain (loss) on disposals, Part 3, Column 18 .....		
5.	Deduct amounts received on disposals, Part 3, Column 15 .....		
6.	Total foreign exchange change in book/adjusted d	<b>NONE</b>	
6.1	Totals, Part 1, Column 15 .....		
6.2	Totals, Part 3, Column 13 .....		
7.	Deduct current year's other than temporary impairment recognized:		
7.1	Totals, Part 1, Column 12 .....		
7.2	Totals, Part 3, Column 10 .....		
8.	Deduct current year's depreciation:		
8.1	Totals, Part 1, Column 11 .....		
8.2	Totals, Part 3, Column 9 .....		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8) .....		
10.	Deduct total nonadmitted amounts .....		
11.	Statement value at end of current period (Lines 9 minus 10) .....		

## SCHEDULE B - VERIFICATION BETWEEN YEARS

### Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year .....		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 7) .....		
2.2	Additional investment made after acquisition (Part 2, Column 8) .....		
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 12 .....		
3.2	Totals, Part 3, Column 11 .....		
4.	Accrual of discount .....		
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 9 .....		
5.2	Totals, Part 3, Column 8 .....		
6.	Total gain (loss) on disposals, Part 3, Column 18 .....		
7.	Deduct amounts received on disposals, Part 3, C	<b>NONE</b>	
8.	Deduct amortization of premium and mortgage int		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
9.1	Totals, Part 1, Column 13 .....		
9.2	Totals, Part 3, Column 13 .....		
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 11 .....		
10.2	Totals, Part 3, Column 10 .....		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....		
12.	Total valuation allowance .....		
13.	Subtotal (Lines 11 plus 12) .....		
14.	Deduct total nonadmitted amounts .....		
15.	Statement value of mortgages owned at end of current period (Line 13 minus Line 14) .....		

## SCHEDULE BA - VERIFICATION BETWEEN YEARS

### Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year .....		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 8) .....		
2.2	Additional investment made after acquisition (Part 2, Column 9) .....		
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 16 .....		
3.2	Totals, Part 3, Column 12 .....		
4.	Accrual of discount .....		
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 13 .....		
5.2	Totals, Part 3, Column 9 .....		
6.	Total gain (loss) on disposals, Part 3, Column 19 .....	<b>NONE</b>	
7.	Deduct amounts received on disposals, Part 3, Column 20 .....		
8.	Deduct amortization of premium and depreciation .....		
9.	Total foreign exchange change in book/adjusted carrying value:		
9.1	Totals, Part 1, Column 17 .....		
9.2	Totals, Part 3, Column 14 .....		
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 15 .....		
10.2	Totals, Part 3, Column 11 .....		
11.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....		
12.	Deduct total nonadmitted amounts .....		
13.	Statement value at end of current period (Line 11 minus Line 12) .....		

## SCHEDULE D - VERIFICATION BETWEEN YEARS

### Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year .....		162,429,550
2.	Cost of bonds and stocks acquired, Part 3, Column 7 .....		50,500,295
3.	Accrual of Discount .....		39,947
4.	Unrealized valuation increase (decrease):		
4.1	Part 1, Column 12 .....		
4.2	Part 2, Section 1, Column 15 .....		
4.3	Part 2, Section 2, Column 13 .....	1,306,474	
4.4	Part 4, Column 11 .....		1,306,474
5.	Total gain (loss) on disposals, Part 4, Column 19 .....		158,829
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7 .....		68,214,075
7.	Deduct amortization of premium .....		2,045,642
8.	Total foreign exchange change in book/adjusted carrying value:		
8.1	Part 1, Column 15 .....		
8.2	Part 2, Section 1, Column 19 .....		
8.3	Part 2, Section 2, Column 16 .....		
8.4	Part 4, Column 15 .....		
9.	Deduct current year's other than temporary impairment recognized:		
9.1	Part 1, Column 14 .....		
9.2	Part 2, Section 1, Column 17 .....		
9.3	Part 2, Section 2, Column 14 .....		
9.4	Part 4, Column 13 .....		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....		144,175,378
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....		144,175,378

## SCHEDULE D - SUMMARY BY COUNTRY

### Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
<b>BONDS</b>					
Governments (including all obligations guaranteed by governments)	1. United States .....	7,562,646	7,677,045	7,619,910	7,500,000
	2. Canada .....				
	3. Other Countries .....				
	4. Totals .....	7,562,646	7,677,045	7,619,910	7,500,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals .....	19,522,268	21,364,339	19,979,247	17,613,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals .....	14,478,351	15,274,754	14,871,853	12,375,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals .....	24,283,501	25,070,757	24,813,134	22,230,000
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States .....	56,842,573	57,243,018	57,984,734	55,833,000
	9. Canada .....	3,121,244	3,143,017	3,124,484	3,100,000
	10. Other Countries .....	2,502,533	2,526,141	2,501,439	2,505,000
	11. Totals .....	62,466,350	62,912,176	63,610,657	61,438,000
Parent, Subsidiaries and Affiliates	12. Totals .....				
	13. Total Bonds .....	128,313,116	132,299,071	130,894,801	121,156,000
<b>PREFERRED STOCKS</b>					
Industrial and Miscellaneous (unaffiliated)	14. United States .....				
	15. Canada .....				
	16. Other Countries .....				
	17. Totals .....				
Parent, Subsidiaries and Affiliates	18. Totals .....				
	19. Total Preferred Stocks .....				
<b>COMMON STOCKS</b>					
Industrial and Miscellaneous (unaffiliated)	20. United States .....	15,862,262	15,862,262	14,600,697	
	21. Canada .....				
	22. Other Countries .....				
	23. Totals .....	15,862,262	15,862,262	14,600,697	
Parent, Subsidiaries and Affiliates	24. Totals .....				
	25. Total Common Stocks .....	15,862,262	15,862,262	14,600,697	
	26. Total Stocks .....	15,862,262	15,862,262	14,600,697	
	27. Total Bonds and Stocks .....	144,175,378	148,161,333	145,495,498	

### SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	14,687,702	3,562,646				18,250,348	10.33	60,584,788	26.06	18,250,348	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 TOTALS	14,687,702	3,562,646				18,250,348	10.33	60,584,788	26.06	18,250,348	
2. All Other Governments											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 TOTALS											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 Class 1		4,262,596	15,259,671			19,522,267	11.05	20,247,906	8.71	19,522,267	
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 TOTALS		4,262,596	15,259,671			19,522,267	11.05	20,247,906	8.71	19,522,267	
4. U.S. Political Subdivisions of States, Territories & Possessions, Guaranteed											
4.1 Class 1	411,291	2,749,317	11,729,034			14,889,642	8.42	9,325,389	4.01	14,889,642	
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 TOTALS	411,291	2,749,317	11,729,034			14,889,642	8.42	9,325,389	4.01	14,889,642	
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Class 1	710,044	11,286,624	10,328,001		2,668,876	24,993,545	14.14	18,574,157	7.99	24,993,545	
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 TOTALS	710,044	11,286,624	10,328,001		2,668,876	24,993,545	14.14	18,574,157	7.99	24,993,545	

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### SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial and Miscellaneous (unaffiliated)											
6.1 Class 1	53,960,282	34,519,760				88,480,042	50.06	113,482,777	48.82	88,480,042	
6.2 Class 2	4,290,429	6,309,933				10,600,362	6.00	10,251,986	4.41	10,600,362	
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 TOTALS	58,250,711	40,829,693				99,080,404	56.06	123,734,763	53.23	99,080,404	
7. Hybrid Securities											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 TOTALS											
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 TOTALS											

### SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1	(d) 69,769,319	56,380,943	37,316,706		2,668,876	166,135,844	94.00	XXX	XXX	166,135,844	
9.2 Class 2	(d) 4,290,429	6,309,933				10,600,362	6.00	XXX	XXX	10,600,362	
9.3 Class 3	(d)							XXX	XXX		
9.4 Class 4	(d)							XXX	XXX		
9.5 Class 5	(d)							XXX	XXX		
9.6 Class 6	(d)					(c)		XXX	XXX		
9.7 TOTALS	74,059,748	62,690,876	37,316,706		2,668,876	(b) 176,736,206	100.00	XXX	XXX	176,736,206	
9.8 Line 9.7 as a % of Column 6	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	
10. Total Bonds Prior Year											
10.1 Class 1	112,390,901	73,270,563	33,125,216		3,428,337	XXX	XXX	222,215,017	95.59	222,215,017	
10.2 Class 2	1,280,613	8,971,373				XXX	XXX	10,251,986	4.41	10,251,986	
10.3 Class 3						XXX	XXX				
10.4 Class 4						XXX	XXX				
10.5 Class 5						XXX	XXX	(c)			
10.6 Class 6						XXX	XXX	(c)			
10.7 TOTALS	113,671,514	82,241,936	33,125,216		3,428,337	XXX	XXX	(b) 232,467,003	100.00	232,467,003	
10.8 Line 10.7 as a % of Col. 8	48.90	35.38	14.25		1.47	XXX	XXX	100.00	XXX	100.00	
11. Total Publicly Traded Bonds											
11.1 Class 1	69,769,319	56,380,943	37,316,706		2,668,876	166,135,844	94.00	222,215,017	95.59	166,135,844	XXX
11.2 Class 2	4,290,429	6,309,933				10,600,362	6.00	10,251,986	4.41	10,600,362	XXX
11.3 Class 3											XXX
11.4 Class 4											XXX
11.5 Class 5											XXX
11.6 Class 6											XXX
11.7 TOTALS	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	232,467,003	100.00	176,736,206	XXX
11.8 Line 11.7 as a % of Col. 6	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	XXX
12. Total Privately Placed Bonds											
12.1 Class 1										XXX	
12.2 Class 2										XXX	
12.3 Class 3										XXX	
12.4 Class 4										XXX	
12.5 Class 5										XXX	
12.6 Class 6										XXX	
12.7 TOTALS										XXX	
12.8 Line 12.7 as a % of Col. 6							XXX	XXX	XXX	XXX	
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9							XXX	XXX	XXX	XXX	

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(a) includes \$.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.  
 (b) includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z\* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z\*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.  
 (c) includes \$.....0 current year, \$.....0 prior year of bonds with 5\* designations and \$.....0 current year, \$.....0 prior year of bonds with 6\* designations. "5\*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6\*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.  
 (d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....3,322,965; NAIC 2 \$.....362,519; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

## SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments											
1.1	Issuer Obligations	14,687,702	3,562,646				18,250,348	10.33	60,584,788	26.06	18,250,348	
1.2	Residential Mortgage-Backed Securities											
1.3	Commercial Mortgage-Backed Securities											
1.4	Other Loan-Backed and Structured Securities											
1.5	Totals	14,687,702	3,562,646				18,250,348	10.33	60,584,788	26.06	18,250,348	
2.	All Other Governments											
2.1	Issuer Obligations											
2.2	Residential Mortgage-Backed Securities											
2.3	Commercial Mortgage-Backed Securities											
2.4	Other Loan-Backed and Structured Securities											
2.5	Totals											
3.	U.S. States, Territories and Possessions, Guaranteed											
3.1	Issuer Obligations		4,262,596	15,259,671			19,522,267	11.05	20,247,906	8.71	19,522,267	
3.2	Residential Mortgage-Backed Securities											
3.3	Commercial Mortgage-Backed Securities											
3.4	Other Loan-Backed and Structured Securities											
3.5	Totals		4,262,596	15,259,671			19,522,267	11.05	20,247,906	8.71	19,522,267	
4.	U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1	Issuer Obligations	411,291	2,749,317	11,729,034			14,889,642	8.42	9,325,389	4.01	14,889,642	
4.2	Residential Mortgage-Backed Securities											
4.3	Commercial Mortgage-Backed Securities											
4.4	Other Loan-Backed and Structured Securities											
4.5	Totals	411,291	2,749,317	11,729,034			14,889,642	8.42	9,325,389	4.01	14,889,642	
5.	U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1	Issuer Obligations	710,044	11,286,624	10,328,001		2,668,876	24,993,545	14.14	18,574,157	7.99	24,993,545	
5.2	Residential Mortgage-Backed Securities											
5.3	Commercial Mortgage-Backed Securities											
5.4	Other Loan-Backed and Structured Securities											
5.5	Totals	710,044	11,286,624	10,328,001		2,668,876	24,993,545	14.14	18,574,157	7.99	24,993,545	
6.	Industrial and Miscellaneous											
6.1	Issuer Obligations	58,250,711	40,829,693				99,080,404	56.06	123,734,763	53.23	99,080,404	
6.2	Residential Mortgage-Backed Securities											
6.3	Commercial Mortgage-Backed Securities											
6.4	Other Loan-Backed and Structured Securities											
6.5	Totals	58,250,711	40,829,693				99,080,404	56.06	123,734,763	53.23	99,080,404	
7.	Hybrid Securities											
7.1	Issuer Obligations											
7.2	Residential Mortgage-Backed Securities											
7.3	Commercial Mortgage-Backed Securities											
7.4	Other Loan-Backed and Structured Securities											
7.5	Totals											
8.	Parent, Subsidiaries and Affiliates											
8.1	Issuer Obligations											
8.2	Residential Mortgage-Backed Securities											
8.3	Commercial Mortgage-Backed Securities											
8.4	Other Loan-Backed and Structured Securities											
8.5	Totals											

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## SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>9. Total Bonds Current Year</b>											
9.1 Issuer Obligations	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	XXX	XXX	176,736,206	
9.2 Residential Mortgage-Backed Securities								XXX	XXX		
9.3 Commercial Mortgage-Backed Securities								XXX	XXX		
9.4 Other Loan-Backed and Structured Securities								XXX	XXX		
9.5 Totals	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	XXX	XXX	176,736,206	
9.6 Line 9.5 as a % of Col. 6	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	
<b>10. Total Bonds Prior Year</b>											
10.1 Issuer Obligations	113,671,514	82,241,936	33,125,216		3,428,337	XXX	XXX	232,467,003	100.00	232,467,003	
10.2 Residential Mortgage-Backed Securities						XXX	XXX				
10.3 Commercial Mortgage-Backed Securities						XXX	XXX				
10.4 Other Loan-Backed and Structured Securities						XXX	XXX				
10.5 Totals	113,671,514	82,241,936	33,125,216		3,428,337	XXX	XXX	232,467,003	100.00	232,467,003	
10.6 Line 10.5 as a % of Col. 8	48.90	35.38	14.25		1.47	XXX	XXX	100.00	XXX	100.00	
<b>11. Total Publicly Traded Bonds</b>											
11.1 Issuer Obligations	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	232,467,003	100.00	176,736,206	XXX
11.2 Residential Mortgage-Backed Securities											XXX
11.3 Commercial Mortgage-Backed Securities											XXX
11.4 Other Loan-Backed and Structured Securities											XXX
11.5 Totals	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	232,467,003	100.00	176,736,206	XXX
11.6 Line 11.5 as a % of Col. 6	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	XXX
<b>12. Total Privately Placed Bonds</b>											
12.1 Issuer Obligations										XXX	
12.2 Residential Mortgage-Backed Securities										XXX	
12.3 Commercial Mortgage-Backed Securities										XXX	
12.4 Other Loan-Backed and Structured Securities										XXX	
12.5 Totals										XXX	
12.6 Line 12.5 as a % of Col. 6							XXX	XXX	XXX	XXX	
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9							XXX	XXX	XXX	XXX	

## SCHEDULE DA - VERIFICATION BETWEEN YEARS

### Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year .....	77,816,583	77,816,583			
2. Cost of short-term investments acquired .....	1,009,605,284	1,009,605,284			
3. Accrual of discount .....	2,787	2,787			
4. Unrealized valuation increase (decrease) .....					
5. Total gain (loss) on disposals .....	574	574			
6. Deduct consideration received on disposals .....	1,039,535,871	1,039,535,871			
7. Deduct amortization of premium .....	129,160	129,160			
8. Total foreign exchange change in book/adjusted carrying value .....					
9. Deduct current year's other than temporary impairment recognized .....					
10. Book adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	47,760,197	47,760,197			
11. Deduct total nonadmitted amounts .....					
12. Statement value at end of current period (Line 10 minus Line 11) .....	47,760,197	47,760,197			

(a) indicate the category of such assets, for example, joint ventures, transportation equipment: 0

SI11 Schedule DB Part A Verification ..... NONE

SI11 Schedule DB Part B Verification ..... NONE

SI12 Schedule DB Part C Sn 1 - Rep. (Syn Asset) Transactions ..... NONE

SI13 Schedule DB Part C Sn 2 - Rep. (Syn Asset) Transactions ..... NONE

SI14 Schedule DB Verification ..... NONE

## SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year .....	600,000	600,000	
2. Cost of cash equivalents acquired .....	20,544,875	20,544,875	
3. Accrual of discount .....	4,246	4,246	
4. Unrealized valuation increase (decrease) .....			
5. Total gain (loss) on disposals .....	238	238	
6. Deduct consideration received on disposals .....	20,469,821	20,469,821	
7. Deduct amortization of premium .....	16,645	16,645	
8. Total foreign exchange change in book/adjusted carrying value .....			
9. Deduct current year's other than temporary impairment recognized .....			
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	662,893	662,893	
11. Deduct total nonadmitted amounts .....			
12. Statement value at end of current period (Lines 10 minus 11) .....	662,893	662,893	

(a) Indicate the category of such investments, for example, joint ventures, transportation equipment:

E01 Schedule A - Part 1 Real Estate Owned ..... NONE

E02 Schedule A - Part 2 Real Estate Acquired ..... NONE

E03 Schedule A - Part 3 Real Estate Disposed ..... NONE

E04 Schedule B Part 1 - Mortgage Loans Owned ..... NONE

E05 Schedule B Part 2 - Mortgage Loans Acquired ..... NONE

E06 Schedule B Part 3 - Mortgage Loans Disposed ..... NONE

E07 Schedule BA Part 1 - Long-Term Invested Assets Owned ..... NONE

E08 Schedule BA Part 2 - Long-Term Invested Assets Acquired ..... NONE

E09 Schedule BA Part 3 - Long-Term Invested Assets Disposed ..... NONE

# SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes		6 NAIC Designation	7 Actual Cost	8 Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	12-15 Change in Book Adjusted Carrying Value				16-20 Interest				21-22 Dates			
		4 F O R E I G N	5 B O N D C H A R			9 Rate Used to Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of Interest	18 When Paid	19 Admitted Amount Due and Accrued	20 Amount Received During Year	21 Acquired	22 Stated Contractual Maturity Date	
<b>U.S. Governments - Issuer Obligations</b>																					
3133EAVG0	FFCBDEB 0.800% 3/21/		1		2,000,000	100,2790	2,005,580	2,000,000	2,000,000					0.800	0.802	MS	4,444	4,000	07/06/2012	03/21/2016	
3134G1VX9	Federal Home Loan Mortgage Corp	SD			2,000,000	100,1760	2,003,500	2,900,000	2,000,000					0.800	0.802	AO	3,200	16,000	12/06/2010	04/19/2013	
3133XVNU1	FLHB	SD			3,619,910	104,7980	3,687,965	3,500,000	3,582,646		(31,324)			2.750	1.819	JD	5,090	96,250	02/28/2011	12/12/2014	
0199999	Subtotal - U.S. Governments - Issuer Obligations				7,619,910	XXX	7,677,045	7,500,000	7,582,646		(31,324)			XXX	XXX	XXX	12,724	116,250	XXX	XXX	
0699999	Subtotal - U.S. Governments				7,619,910	XXX	7,677,045	7,500,000	7,582,646		(31,324)			XXX	XXX	XXX	12,724	116,250	XXX	XXX	
<b>U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations</b>																					
26772G7D4	CONNECTICUT ST REF 5.000% 12/01/			1FE	3,942,855	123,9740	4,339,090	3,500,000	3,868,293		(45,351)			5.000	3.359	JD	14,583	175,000	02/10/2011	12/01/2019	
57419Z7Z7	MARYLAND ST 5.000% 3/15/		1	1FE	4,659,400	123,3000	4,932,000	4,000,000	4,524,870		(76,721)			5.000	2.708	MS	58,889	200,000	03/23/2011	03/15/2020	
577520T99	OH GO NC S09B			1FE	556,397	118,1920	541,319	458,000	540,724		(15,672)			5.000	0.865	FA	9,542	11,450	02/10/2012	08/01/2017	
677521BN5	OHIO STATE REF 5.000% 9/15/			1FE	2,511,297	125,0220	2,756,735	2,205,000	2,461,371		(28,799)			6.000	3.307	MS	32,409	110,250	03/29/2011	09/19/2020	
70914PD85	PENNSYLVANIA ST 5.000% 9/01/			1FE	2,128,260	117,1650	2,343,700	2,000,000	2,094,066		(16,415)			5.000	3.908	FA	41,667	100,000	02/11/2011	08/01/2022	
939745N81	WASHINGTON ST 5.000% 7/01/			1FE	1,673,698	117,5420	1,733,136	1,500,000	1,627,808		(26,176)			5.000	2.966	JJ	37,500	75,000	03/23/2011	07/01/2021	
977051RL3	WISCONSIN ST 5.000% 5/01/			1FE	3,957,503	118,2790	4,139,765	3,500,000	3,981,710		(60,709)			5.000	2.831	MN	29,167	175,000	02/13/2012	05/01/2021	
977051L88	WISCONSIN ST REF 5.000% 11/01/			1FE	548,837	121,9110	548,800	450,000	533,428		(13,514)			5.000	1.660	MN	3,750	23,625	10/13/2012	11/01/2018	
1199999	Subtotal - U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations				19,979,247	XXX	21,364,339	17,613,000	19,522,269		(265,357)			XXX	XXX	XXX	227,561	870,325	XXX	XXX	
1799999	Subtotal - U.S. States, Territories and Possessions (Direct and Guaranteed)				19,979,247	XXX	21,364,339	17,613,000	19,522,269		(265,357)			XXX	XXX	XXX	227,561	870,325	XXX	XXX	
<b>U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations</b>																					
100853MV9	BOSTON MA 5.000% 4/01/			1FE	4,583,125	126,0520	5,023,172	3,985,000	4,562,321		(70,933)			5.000	2.799	AO	49,813	199,250	04/01/2011	04/01/2020	
1994913C3	COLUMBUS OH 5.000% 7/01/			1FE	977,848	124,1200	1,023,890	825,000	955,494		(18,357)			5.000	2.375	JJ	20,625	35,063	10/12/2011	07/01/2019	
235219CP5	DALLAS TX REF 5.000% 2/15/			1FE	854,589	116,7920	864,291	740,000	816,760		(18,020)			5.000	2.293	FA	13,978	37,000	12/27/2010	02/15/2017	
442931TN4	HOUSTON TX REF PUB 5.000% 3/01/			1FE	1,146,010	118,7240	1,167,240	1,000,000	1,100,893		(22,724)			5.000	2.455	MS	16,667	50,000	12/27/2010	03/01/2017	
167560LM1	IL Chicago MWD GO C16S06			1FE	852,847	115,1590	834,906	725,000	829,695		(23,162)			5.000	1.217	JD	3,021	36,250	02/10/2012	12/01/2018	
562112JP2	TN Nashville Co GO NC S12			1FE	1,855,186	123,5990	1,853,440	1,500,000	1,813,625		(41,560)			5.000	1.607	JJ	37,500	31,042	02/02/2012	07/01/2019	
49474E7E7	WA King Co GO NC S12A			1FE	1,032,801	126,3250	1,078,883	850,000	1,019,379		(13,422)			5.000	2.409	JJ	32,111	39,000	03/29/2012	07/01/2021	
940157TH3	WASHINGTON MD SUBURB 5.000% 6/01/			1FE	3,467,448	124,6140	3,426,885	2,750,000	3,378,214		(89,233)			5.000	1.284	JD	11,468	143,229	01/17/2012	06/01/2019	
1899999	Subtotal - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations				14,871,853	XXX	15,274,754	12,375,000	14,478,351		(297,411)			XXX	XXX	XXX	185,173	531,834	XXX	XXX	
2499999	Subtotal - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)				14,871,853	XXX	15,274,754	12,375,000	14,478,351		(297,411)			XXX	XXX	XXX	185,173	531,834	XXX	XXX	
<b>U.S. Special Revenue, Special Assessment - Issuer Obligations</b>																					
267758KV4	CONNECTICUT ST SPI 5.000% 11/01/			1FE	759,352	119,1460	774,449	650,000	724,237		(14,287)			5.000	2.494	MN	5,417	32,500	12/27/2010	11/01/2017	
235418ZD5	DALLAS TX WTRWKS 5.000% 10/01/			1FE	394,111	112,2740	392,959	350,000	393,499		(611)			5.000	0.448	AO	4,375	12,170	12/17/2012	10/01/2015	
248428XN1	DELAWARE TRNSN AUTH 5.000% 7/01/			1FE	422,833	118,1650	419,486	355,000	400,442		(9,555)			5.000	2.021	JJ	8,875	17,750	08/12/2010	07/01/2017	
29270CW99	ENERGY NORTHWEST WA 5.000% 7/01/			1FE	3,267,900	122,2090	3,688,240	3,000,000	3,229,869		(22,377)			5.000	3.966	JJ	75,000	150,000	04/11/2011	07/01/2023	
442435XM9	HOUSTON TX UTIL SYS 5.000% 11/15/			1FE	1,142,160	121,7060	1,217,060	1,000,000	1,108,959		(16,750)			5.000	2.987	MIN	6,389	58,000	12/27/2010	11/15/2018	
456057CM9	INDIANA ST FIN AUTH 5.000% 2/01/			1FE	515,838	105,0190	514,693	490,000	514,943		(894)			5.000	0.291	FA	10,208	12,170	12/17/2012	02/01/2014	
101029PY6	MA Boston W&S NC S09B			1FE	542,225	119,3030	524,933	440,000	526,623		(15,602)			5.000	0.837	MIN	3,667	22,000	02/10/2012	11/01/2017	
574204WN9	MARYLAND ST DEP 5.000% 5/01/			1FE	1,063,611	117,9320	1,061,388	900,000	1,030,062		(28,803)			5.000	1.546	MIN	7,500	48,375	10/31/2011	05/01/2017	
562591FM5	MET TRANSPRTN NY 5.000% 11/01/			1FE	1,827,180	122,0760	1,831,140	1,500,000	1,814,885		(12,295)			5.000	2.597	MIN	12,500	35,833	07/23/2012	11/01/2022	
847310M24	NEW MEXICO ST 5.000% 7/01/			1FE	780,868	111,1990	785,249	700,000	779,438		(1,230)			5.000	0.432	JJ	17,500	12,170	12/17/2012	07/01/2015	
679110CY0	OK Student Loan			1FE	2,674,541	90,4870	2,656,249	2,825,000	2,668,876		20,372			0.525	0.822	JD	1,277	13,692	06/30/2008	12/01/2033	
679111US1	OKLAHOMA ST TURNPIKE 5.000% 1/01/			1FE	594,633	119,1350	1,006,716	845,000	998,748		(22,596)			5.000	1.970	JJ	30,279	10,101	10/13/2011	01/01/2018	
706840HU0	PA PICA Phil Fdg NC S09			1FE	655,514	117,7780	647,770	460,000	540,057		(15,457)			5.000	0.999	JD	1,022	23,000	02/13/2012	06/15/2017	
795750P53	SALT RIVER AZ PROJ 5.000% 12/01/			1FE	804,203	122,3430	807,464	680,000	780,454		(19,155)			5.000	1.748	JD	2,750	33,000	10/04/2011	12/01/2018	
882756S75	TEXAS ST PUB FIN 5.000% 7/01/			1FE	5,304,551	106,8180	5,234,062	4,900,000	5,102,902		(125,026)			5.000	2.211	JJ	122,600	210,000	02/13/2012	07/01/2019	
882806BH4	TX Texas Tech NC S12A			1FE	2,480,640	123,1220	2,462,440	2,000,000	2,427,077		(53,463)			5.000	1.696	FA	37,778	50,278	02/14/2012	08/15/2019	
882831EP7	TX Trn Cmsn C17 S07			1FE	530,717	115,3760	524,861	455,000	518,130		(12,587)			5.000	0.616	AO	5,688	22,750	02/13/2012	04/01/2024	
92817LFW8	VIRGINIA ST RES AUTH 5.000% 10/01/			1FE	758,457	108,0680	758,476	700,000	757,190		(1,267)			5.000	0.315	AO	8,750	12,170	12/17/2012	10/01/2014	
2699999	Subtotal - U.S. Special Revenue, Special Assessment - Issuer Obligations				24,813,134	XXX	25,070,757	22,230,000	24,283,501		(351,953)			XXX	XXX	XXX	352,321	737,457	XXX	XXX	
3199999	Subtotal - U.S. Special Revenue, Special Assessment				24,813,134	XXX	25,070,757	22,230,000	24,283,501		(351,953)			XXX	XXX	XXX	352,321	737,457	XXX	XXX	
<b>Industrial &amp; Miscellaneous (Unaffiliated) - Issuer Obligations</b>																					
023135AH9	AMAZON COM INC 1.200% 11/29/			2FE	417,955	99,4500	417,690	420,000	417,990		35			1.200	1.305	MIN	448		11/29/2012	11/29/2017	
031182AJ9	AMGEN INC 4.850% 11/18/			2FE	897,837	107,6170	860,938	800,000	855,387		(28,987)			4.850	1.124	MIN	4,634	38,800	12/20/2011	11/18/2014	
040442AG1	Aristotle Holding Sr Mt 144A			2FE	348,273	101,8650	356,528	350,000	348,778		500			2.100	2.283	FA	2,838		02/09/2012	02/12/2015	
00206RAV4	AT&T Ins Sr Mt			1FE	572,259	104,2580	573,41														

# SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	F O R E I G N	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Years Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
06406HCC1	Bank of NY Mellon NT			1	1FE	226,793	101.0740	229,438	227,000	226,852	59				1.200	1.235	FA	981	1,354	02/21/2012	02/20/2016
06531FAE3	BB T CORPORATION MTN 3.375% 9/25/				1FE	1,247,278	102.0790	1,224,948	1,200,000	1,215,945	(22,810)				3.375	1.439	MS	10,800	40,500	12/20/2011	09/26/2013
09247XAK7	BLACKROCK INC 1.375% 6/01/				1FE	100,142	101.5800	101,560	100,000	100,115	(27)				1.375	1.331	JD	710	710	05/29/2012	06/01/2015
097023AV7	BOEING CO 5.000% 3/15/				1FE	1,546,412	105.3130	1,474,382	1,400,000	1,454,902	(44,679)				5.000	1.708	MS	20,811	70,000	12/07/2010	03/15/2014
134429AS8	CAMPBELL SOUP CO 4.875% 10/01/				1FE	1,025,856	103.2990	981,341	950,000	978,599	(46,313)				4.875	0.843	AO	11,578	46,313	12/20/2011	10/01/2013
14040HAV7	CAPITAL ONE FINL 2.125% 7/15/				2FE	44,975	101.7360	45,809	45,000	44,987	2				2.125	2.158	JJ	441	948	07/19/2011	07/15/2014
14912L5B3	Caterpillar Fin Sr Unsec				1FE	99,815	100.7280	100,728	100,000	99,936	8				1.050	1.082	MS	277	525	03/26/2012	03/26/2015
14912L4Q1	CATERPILLAR FINL 1.550% 12/20/				1FE	605,278	101.0630	611,431	605,000	605,440	(448)				1.550	1.480	JD	287	9,378	02/09/2011	12/22/2013
14912L4T5	CATERPILLAR FINL 1.850% 4/01/				1FE	199,976	101.4480	202,896	200,000	199,990	8				1.650	1.661	AO	625	3,300	04/01/2011	04/01/2014
14912L4L2	CATERPILLAR FINL 2.000% 4/6/				1FE	29,949	100.4480	30,134	30,000	29,995	17				2.000	2.070	AO	143	608	04/06/2010	04/05/2013
14912L4M0	CATERPILLAR FINL MTN 2.750% 6/24/				1FE	558,818	104.7420	557,227	532,000	551,218	(7,579)				2.750	1.270	JD	284	14,630	12/30/2011	08/24/2015
14912L4Y4	CATERPILLAR M T N 1.125% 12/15/				1FE	99,794	101.0730	101,073	100,000	99,865	68				1.125	1.199	JD	50	1,125	12/15/2012	12/15/2014
166764AA8	CHEVRON CORP 1.104% 12/05/				1FE	290,000	100.6980	292,024	290,000	290,000					1.104	1.107	JD	231		12/05/2012	12/05/2017
17275RAJ1	CISCO SYSTEMS 1.625% 3/14/				1FE	1,498,215	101.4960	1,522,440	1,500,000	1,499,272	694				1.625	1.573	MS	7,245	24,375	03/16/2011	03/14/2014
172967EQ0	CITIGROUP INC 5.500% 4/11/				2FE	962,289	101.0300	909,270	900,000	907,645	(27,029)				5.500	2.436	AO	11,000	49,500	12/14/2010	04/11/2013
191216AL4	COCA COLA CO 3.625% 3/15/				1FE	1,423,526	103.7570	1,421,471	1,370,000	1,421,514	(2,012)				3.625	0.494	MS	14,623		12/14/2012	03/15/2014
19416QDW7	COLGATE PALM CO MTN 0.600% 11/15/				1FE	381,505	100.3700	381,406	380,000	381,468	(37)				0.600	0.393	MIN	291		12/14/2012	11/15/2014
19416QDT4	COLGATE PALM CO MTN 1.250% 5/01/				2FE	323,312	100.9900	323,168	320,000	323,199	(113)				1.250	0.497	MIN	667		12/14/2012	05/01/2014
20029PAN9	COMCAST CABLE COMMUN 7.125% 6/15/				2FE	1,120,430	102.9410	1,029,410	1,000,000	1,024,748	(53,659)				7.125	1.658	JD	3,167	71,250	03/15/2011	05/15/2013
20911EC3	CON EDISON 3.850% 6/15/				1FE	364,422	101.4320	365,012	350,000	354,446	(9,663)				3.850	1.051	JD	599	13,475	12/20/2011	06/15/2013
20925RAB7	CONOCOPhill AU 5.500% 4/15/				1FE	583,428	101.3680	557,689	550,000	557,357	(25,302)				5.500	0.860	AO	6,386	30,250	12/20/2011	04/15/2013
22150KAES	COSTCO WHOLESALE 1.125% 12/15/				1FE	1,249,570	100.6700	1,258,375	1,250,000	1,249,753	3				1.125	1.132	JD	938		12/07/2012	12/15/2017
22640CTC1	CREDIT SUISSE NY MTN 5.000% 5/15/				1FE	1,071,120	101.6480	1,016,460	1,000,000	1,012,394	(32,889)				5.000	1.657	MIN	6,389	50,000	03/14/2011	06/15/2013
25459HAL9	DIRECTV HLDGS FN 4.750% 10/01/				2FE	138,735	106.7720	138,804	130,000	138,507	(277)				4.750	0.973	AO	1,544		12/14/2012	10/01/2014
25748LUB4	DOMINION RES 1.800% 3/15/				2FE	698,719	101.3110	911,799	900,000	899,480	423				1.800	1.805	MS	4,770	16,200	03/08/2011	03/15/2014
26441CA3	DUKE ENERGY CORP 5.650% 6/15/				2FE	322,506	102.2650	306,655	300,000	305,909	(12,644)				5.650	1.355	JD	759	16,950	09/15/2011	06/15/2013
263534CG2	DUPONT EI NEMOUR 1.750% 3/25/				1FE	101,636	101.8750	101,675	100,000	100,732	(602)				1.750	1.138	MS	487	1,750	07/11/2011	03/25/2014
263534BY4	DUPONT EI NEMOUR 3.250% 1/15/				1FE	214,114	105.2520	210,624	200,000	210,690	(3,424)				3.250	0.899	JJ	2,997	3,250	05/04/2012	01/15/2015
276642A1	EBAY INC 0.875% 10/15/				1FE	1,387,932	104.3650	1,405,110	1,400,000	1,396,293	4,646				0.875	1.217	AO	2,586	12,250	03/10/2011	10/15/2013
293791AN9	ENTERPRISE PRODS 5.000% 10/15/				2FE	437,378	108.2580	395,900	395,000	420,334	(13,210)				5.000	2.095	AO	4,682	22,176	09/15/2011	10/15/2014
36962G4Q4	GEN ELEC CAP CRP 1.875% 9/15/				1FE	1,508,570	100.9850	1,514,790	1,500,000	1,502,211	(3,075)				1.875	1.672	MS	8,203	28,125	11/29/2010	09/16/2013
369550AS7	GENERAL DYNAMICS 1.375% 1/15/				1FE	711,904	101.5620	709,624	705,000	709,624	(2,235)				1.375	1.052	JJ	4,470		12/20/2011	01/15/2015
38143UAB7	GOLDMAN SACHS 5.150% 1/15/				1FE	1,619,418	104.2910	1,584,365	1,500,000	1,540,831	(38,319)				5.150	2.496	JJ	36,621	77,250	12/03/2010	01/15/2014
38259PAA0	GOOGLE INC 1.250% 5/19/				1FE	232,797	101.2340	232,705	230,000	232,705	(92)				1.250	0.397	MIN	335		12/14/2012	05/19/2014
438516AY2	HONEYWELL INTL 3.875% 2/15/				1FE	218,339	103.8090	217,999	210,000	218,003	(336)				3.875	0.457	FA	3,074		12/14/2012	02/15/2014
459200GZ8	IBM CORP 0.875% 10/31/				1FE	149,832	100.8430	149,887	150,000	149,887	56				0.875	0.915	AO	222	1,309	11/01/2011	10/31/2014
459200GT2	IBM CORP 1.000% 8/05/				1FE	699,523	100.4590	703,206	700,000	699,631	615				1.000	1.092	FA	2,839	7,000	03/09/2011	08/05/2013
458140AL4	INTEL CORP 1.350% 12/15/				1FE	559,406	99.9710	559,838	560,000	559,413	6				1.350	1.377	JD	420		12/11/2012	12/15/2017
24422ERK7	JOHN DEERE CAP MTN 1.250% 12/02/				1FE	632,500	101.3290	633,306	625,000	628,975	(2,525)				1.250	0.833	JD	629	7,813	01/06/2012	12/02/2014
24422ERA9	JOHN DEERE CAP MTN 1.600% 3/03/				1FE	906,809	101.3120	911,808	900,000	903,587	(3,030)				1.250	1.262	MS	4,720	14,400	12/20/2011	03/03/2014
48623EDJ2	JPMORGAN CHASE 1.650% 9/30/				1FE	1,608,220	100.8290	1,612,435	1,600,000	1,602,200	(2,905)				1.650	1.457	MS	6,256	24,750	11/29/2010	09/30/2013
487836BG2	KELLOGG CO 1.125% 5/15/				2FE	199,982	100.9700	201,940	200,000	199,985	4				1.125	1.131	MIN	288		05/18/2012	05/15/2015
50070QAH9	KRAFT FOODS INC 1.625% 6/04/				2FE	149,988	101.7770	152,866	150,000	149,990	2				1.625	1.634	JD	183	1,219	05/04/2012	06/04/2015
501044CL3	KROGER CO 7.500% 1/15/				2FE	150,136	106.9660	149,752	140,000	149,697	(439)				7.500	0.795	JJ	4,842		12/14/2012	01/15/2014
585055AR7	MEDTRONIC INC 3.000% 3/15/				1FE	581,704	105.0770	577,924	550,000	571,739	(9,671)				3.000	1.183	MS	4,858	16,500	12/20/2011	03/15/2015
589331AK3	MERCK & CO INC 4.750% 3/01/				1FE	278,460	109.0090	272,520	250,000	270,067	(8,116)				4.750	0.999	MS	3,958	11,875	12/20/2011	03/01/2015
59018YSU6	MERRILL LYNCH CO MTN 6.000% 2/03/				2FE	1,505,318	104.0650	1,508,943	1,450,000	1,469,823	(17,509)				5.000	3.743	FA	29,806	72,500	12/07/2010	02/03/2014
61747WAD1	MORGAN STANLEY 2.875% 1/24/				2FE	508,400	101.6800	500,223	500,000	500,223	(204)				2.875	2.852	JJ	6,269	14,375	02/09/2011	01/24/2014
637432MM4	NATL RURAL UTIL 1.125% 11/01/				1FE	1,503,660	100.5830	1													

### SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	F O R E I G N	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
89233P6Z3	Toyota Motor Credit Sr Unsec				1FE	349,475		100,5710	352,349	350,000		349,626			1.000	1.054	FA	1,303	1,750	02/17/2012	02/17/2015
89233P4H6	TOYOTA MTR CRED MTN 1.375% 8/12/				1FE	252,344		100,5960	251,480	250,000	(1,422)	250,879			1.375	0.802	FA	1,327	3,438	12/20/2011	08/12/2013
90261XGF3	UBS AG STAMFORD MTN 2.250% 8/12/				1FE	1,509,780		100,9570	1,514,365	1,500,000	(3,939)	1,502,459			2.250	1.890	FA	13,031	33,750	02/16/2011	08/12/2013
913017BH1	UNITED TECH CORP 4.875% 5/01/				1FE	1,078,557		109,8150	1,073,991	976,000	(8,919)	1,069,628			4.875	0.816	MN	7,946	10,140	12/14/2012	05/01/2016
91159HGZ7	US Bancorp N 1.125% 10/30/			1	1FE	1,594,498		100,6460	1,610,368	1,600,000		1,598,404			1.125	1.250	AO	3,050	18,000	06/17/2011	10/30/2013
92343VBB9	VERIZON COMM INC 1.250% 11/03/				1FE	176,104		101,1910	177,067	175,000	(385)	176,718			1.250	1.027	MN	352	2,188	12/30/2011	11/03/2014
92343VAN4	VERIZON COMM INC 5.250% 4/15/				1FE	1,605,550		101,3690	1,418,168	1,400,000	(58,969)	1,417,163			5.250	0.997	AO	15,517	73,500	06/30/2011	04/15/2013
92976WB4	WACHOVIA CORP MTN 5.500% 5/01/				1FE	1,639,305		101,6630	1,524,945	1,500,000	(59,037)	1,519,573			5.500	1.571	MN	13,750	82,500	12/02/2010	05/01/2013
931142DA8	WAL MART STORES 1.625% 4/15/				1FE	861,471		101,6560	864,076	850,000	(5,053)	856,494			1.625	1.032	AO	2,916	13,613	12/20/2011	04/15/2014
25468PCQ7	WALT DISNEY COMPANY 0.875% 12/01/				1FE	99,673		100,8250	100,825	100,000		99,790			0.875	0.988	JD	73		12/02/2011	12/01/2014
25468PCV6	WALT DISNEY MTN 1.100% 12/01/				1FE	258,151		100,2100	260,546	260,000		258,181			1.100	1.281	JD	246		11/30/2011	12/01/2017
98302AAED	WYETH 5.500% 2/01/				1FE	396,603		105,4220	395,724	290,000	(692)	305,910			5.500	0.420	FA	6,846		12/14/2012	02/01/2014
984121BV4	XEROX CORP 5.650% 5/15/				2FE	751,716		101,7140	711,998	700,000	(29,270)	711,010			5.650	1.407	MN	5,054	39,550	08/09/2011	05/15/2013
067901AEB	BARRICK GOLD CORP 1.750% 6/30/				2FE	403,238		101,3970	405,588	400,000	(1,312)	401,887			1.750	1.417	MN	603	7,000	12/20/2011	05/30/2014
78008TXA7	ROYAL BANK OF CANADA 1.450% 10/30/				1FE	1,298,025		101,7220	1,302,042	1,280,000	(349)	1,297,680			1.450	0.692	AO	3,145	2,800	12/17/2012	10/30/2014
89114QAA8	TORONTO DOM BANK 1.375% 7/14/				1FE	984,853		101,3160	982,897	980,000	(1,836)	982,852			1.375	1.156	JJ	6,251	13,475	12/20/2011	07/14/2014
893528DL4	Trans Canada Sr Unsec				1FE	438,306		100,5660	442,490	440,000		438,815			0.875	1.003	MS	1,273	1,525	03/02/2012	03/02/2016
377373AB1	GLAXOSMITHKLINE CAP 0.750% 6/08/				1FE	1,247,997		100,4880	1,256,100	1,250,000		1,248,423			0.750	0.806	MN	1,360	4,661	05/09/2012	05/08/2016
801090AA2	SANOFI 1.200% 9/30/			R	1FE	1,148,596		101,1790	1,163,559	1,150,000		1,149,170			1.200	1.248	MS	3,488	43,800	09/30/2011	09/30/2014
801090AB1	SANOFI AVENTIS 1.625% 3/29/			R	1FE	104,856		101,4110	108,482	105,000		104,940			1.625	1.679	MS	441	1,706	03/29/2011	03/28/2014
3289999	Subtotal - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					63,610,657		X X X	62,912,176	61,438,000		62,466,350			X X X	X X X	X X X	437,885	1,412,481	X X X	X X X
3899999	Subtotal - Industrial & Miscellaneous (Unaffiliated)					63,610,657		X X X	62,912,176	61,438,000		62,466,350			X X X	X X X	X X X	437,885	1,412,481	X X X	X X X
7799999	Subtotals - Issuer Obligations					130,894,801		X X X	132,299,071	121,156,000		128,313,116			X X X	X X X	X X X	1,215,664	3,668,347	X X X	X X X
8399999	Grand Total - Bonds					130,894,801		X X X	132,299,071	121,156,000		128,313,116			X X X	X X X	X X X	1,215,664	3,668,347	X X X	X X X

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## SCHEDULE D - PART 2 - SECTION 1

Showing all PREFERRED STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Number of Shares	6 Par Value Per Share	7 Rate Per Share	8 Book/Adjusted Carrying Value	Fair Value		11 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value				20 NAIC Designation	21 Date Acquired		
		3 Code	4 For- eign					9 Rate Per Share Used to Obtain Fair Value	10 Fair Value		12 Declared but Unpaid	13 Amount Received During Year	14 Nonadmitted Declared But Unpaid	15 Unrealized Valuation Increase/ (Decrease)	16 Current Year's (Amortization) Accretion	17 Current Year's Other than Temporary Impairment Recognized	18 Total Change in B./A.C.V. (15+16-17)			19 Total Foreign Exchange Change in E./A.C.V.	
<b>NONE</b>																					
8999999 Total Preferred Stocks .....								XXX												XXX	XXX

## SCHEDULE D - PART 2 - SECTION 2

Showing All COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes		5 Number of Shares	6 Book/Adjusted Carrying Value	7 Fair Value		9 Actual Cost	10 Dividends			13 Change in Book/Adjusted Carrying Value				17 NAIC Market Indicator (a)	18 Date Acquired
		3 Code	4 For- eign			7 Rate per Share Used to Obtain Fair Value	8 Fair Value		10 Declared but Unpaid	11 Amount Received During Year	12 Nonadmitted Declared But Unpaid	13 Unrealized Valuation Increase/ (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (Col. 13-14)	16 Total Foreign Exchange Change in B./A.C.V.		
<b>Mutual Funds</b>																	
464287408	ISHARES S&P 500 VALUE INDEX E T F			36,100,000	2,396,679	66.390	2,396,679	2,229,698		52,656		203,394		203,394		L	04/19/2012
464287168	IShares Trust Dow Jones Select Div			20,000,000	1,144,800	57.240	1,144,800	1,058,901		42,427		69,400		69,400		L	12/27/2011
78482F103	SPDR S&P 500 ETF Trust			10,000,000	1,424,100	142.410	1,424,100	1,314,470	10,218	28,517		169,100		169,100		L	07/27/2011
78484A763	SPDR S&P Dividen ETF			45,770,000	2,661,983	58.160	2,661,983	2,388,948	26,690	60,693		196,353		196,353		L	09/02/2011
921946406	Vanguard High Div Yield ETF			30,000,000	1,481,400	49.380	1,481,400	1,349,189		47,790		90,175		90,175		L	03/16/2012
921943858	VANGUARD MSCI EAFE ETF			60,000,000	2,113,800	35.230	2,113,800	1,966,647		62,540		147,152		147,152		L	05/14/2012
922908744	Vanguard Value ETF			40,000,000	2,352,000	58.800	2,352,000	2,183,844		64,320		252,400		252,400		L	06/10/2011
922042775	VANGUARD FTSE ALL WORLD EX U			50,000,000	2,287,500	45.750	2,287,500	2,109,000		67,250		178,500		178,500		L	05/14/2012
929999	Subtotal - Mutual Funds				15,862,262	X X X	15,862,262	14,600,697	36,908	426,193		1,306,474		1,306,474		X X X	X X X
979999	Total Common Stocks				15,862,262	X X X	15,862,262	14,600,697	36,908	426,193		1,306,474		1,306,474		X X X	X X X
989999	Total Preferred and Common Stocks				15,862,262	X X X	15,862,262	14,600,697	36,908	426,193		1,306,474		1,306,474		X X X	X X X

(a) For all common stocks bearing the NAIC market indicator "U" provide: the number of such issues .....0, the total \$ value (included in Column 8) of all such issues \$.....0.

### SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
<b>Bonds - U.S. Governments</b>								
3133EAVG0	F F C B DEB 0.800% 3/21/		07/06/2012	Morgan Keegan	XXX	2,000,000	2,000,000.00	667
0599999 Subtotal - Bonds - U.S. Governments						2,000,000	2,000,000.00	667
<b>Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)</b>								
677520T99	OH GO NC S09B		02/10/2012	Deutsche Bank	XXX	556,397	458,000.00	573
97705LRL3	WISCONSIN ST 5.000% 5/01/		02/13/2012	Deutsche Bank	XXX	2,068,168	1,750,000.00	24,792
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)						2,624,565	2,208,000.00	25,365
<b>Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)</b>								
167560LM1	IL Chicago MWD GO C16S06		02/10/2012	Deutsche Bank	XXX	852,847	725,000.00	6,948
592112JP2	TN Nashvil Co GO NC S12		02/02/2012	Deutsche Bank	XXX	1,855,185	1,500,000.00	
49474E7E7	WA King Co GO NC S12A		03/29/2012	Deutsche Bank	XXX	1,032,801	850,000.00	
940157TH3	WASHINGTON MD SUBURB 5.000% 6/01/		01/17/2012	Deutsche Bank	XXX	3,467,448	2,750,000.00	23,299
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)						7,208,281	5,825,000.00	30,247
<b>Bonds - U.S. Special Revenue, Special Assessment</b>								
2354162D5	DALLAS TX WTRWKS 5.000% 10/01/		12/17/2012	Deutsche Bank	XXX	394,111	350,000.00	3,694
455057CM9	INDIANA ST FIN AUTH 5.000% 2/01/		12/17/2012	Deutsche Bank	XXX	515,838	490,000.00	9,256
101029PY6	MA Boston W&S NC S09B		02/10/2012	Deutsche Bank	XXX	542,225	440,000.00	6,050
59259YPM5	MET TRANSPRTN NY 5.000% 11/01/		07/23/2012	Deutsche Bank	XXX	1,827,180	1,500,000.00	15,417
647310M24	NEW MEXICO ST 5.000% 7/01/		12/17/2012	Deutsche Bank	XXX	780,668	700,000.00	16,139
708840HU0	PA PICA Phil Fdg NC S09		02/13/2012	Deutsche Bank	XXX	555,514	460,000.00	3,706
882756S75	TEXAS ST PUB FIN 5.000% 7/01/		02/13/2012	Deutsche Bank	XXX	1,532,006	1,400,000.00	8,167
882806BH4	TX Texas Tech NC S12A		02/14/2012	Deutsche Bank	XXX	2,480,540	2,000,000.00	
88283LEP7	TX Trn Cmsn C17 S07		02/13/2012	Deutsche Bank	XXX	530,717	455,000.00	8,342
92817LFW8	VIRGINIA ST RES AUTH 5.000% 10/01/		12/17/2012	Deutsche Bank	XXX	758,457	700,000.00	7,389
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment						9,917,256	8,495,000.00	78,160
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>								
023135AH9	AMAZON COM INC 1.200% 11/29/		11/29/2012	Deutsche Bank	XXX	417,955	420,000.00	
04044TAG1	Aristotle Holding Sr Nt 144A		02/09/2012	Deutsche Bank	XXX	348,278	350,000.00	
00206RAV4	AT&T Inc Sr Nt		03/28/2012	Deutsche Bank	XXX	572,259	550,000.00	1,642
06406HBZ1	BANK OF NEW YORK MTN 1.700% 11/24/		12/14/2012	Deutsche Bank	XXX	653,786	640,000.00	604
06406HBT5	BANK OF NY MELL MTN 1.500% 1/31/		12/14/2012	Deutsche Bank	XXX	263,138	260,000.00	1,441
06406HCC1	Bank of NY Mellon NT		02/21/2012	Deutsche Bank	XXX	226,793	227,000.00	
09247XAK7	BLACKROCK INC 1.375% 6/01/		05/29/2012	Deutsche Bank	XXX	100,142	100,000.00	12
14912L5B3	Caterpillar Fin Sr Unsec		03/26/2012	Deutsche Bank	XXX	99,915	100,000.00	
166764AA8	CHEVRON CORP 1.104% 12/05/		12/05/2012	Deutsche Bank	XXX	290,000	290,000.00	
191216AL4	COCA COLA CO 3.625% 3/15/		12/14/2012	Deutsche Bank	XXX	1,423,526	1,370,000.00	12,278
19416QDW7	COLGATE PALM CO MTN 0.600% 11/15/		12/14/2012	Deutsche Bank	XXX	381,505	380,000.00	184
19416QDT4	COLGATE PALM CO MTN 1.250% 5/01/		12/14/2012	Deutsche Bank	XXX	323,312	320,000.00	478
22160KAE5	COSTCO WHOLESALE 1.125% 12/15/		12/07/2012	Deutsche Bank	XXX	1,249,750	1,250,000.00	
25459HAL9	DIRECTV HLDGS FN 4.750% 10/01/		12/14/2012	Deutsche Bank	XXX	138,735	130,000.00	1,252
263534BY4	DUPONT EI NEMOUR 3.250% 1/15/		05/04/2012	Deutsche Bank	XXX	535,285	500,000.00	4,920
38259PAA0	GOOGLE INC 1.250% 5/19/		12/14/2012	Deutsche Bank	XXX	232,797	230,000.00	200
438516AY2	HONEYWELL INTL 3.875% 2/15/		12/14/2012	Deutsche Bank	XXX	218,339	210,000.00	2,890
458140AL4	INTEL CORP 1.350% 12/15/		12/11/2012	Deutsche Bank	XXX	559,406	560,000.00	
24422ERK7	JOHN DEERE CAP MTN 1.250% 12/02/		01/08/2012	Deutsche Bank	XXX	733,700	725,000.00	856
487836BG2	KELLOGG CO 1.125% 5/15/		05/18/2012	Deutsche Bank	XXX	199,982	200,000.00	3
50076QAH9	KRAFT FOODS INC 1.625% 6/04/		06/04/2012	Deutsche Bank	XXX	149,988	150,000.00	
501044CL3	KROGER CO 7.500% 1/15/		12/14/2012	Deutsche Bank	XXX	150,135	140,000.00	4,346

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**SCHEDULE D - PART 3**

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	
68389XAN5	ORACLE CORP 1.200% 10/15/		10/25/2012	Deutsche Bank	XXX	499,135	500,000.00		
695114BY3	PACIFICORP 4.950% 8/15/		01/06/2012	Deutsche Bank	XXX	1,100,920	1,000,000.00	19,388	
74005PAY6	Praxair Inc Sr Unsec		04/09/2012	Deutsche Bank	XXX	80,965	75,000.00	163	
74456QAY2	PUB SVC EL GAS MTN 0.850% 8/15/		12/14/2012	Deutsche Bank	XXX	1,144,663	1,140,000.00	3,203	
744448BX8	PUBLIC SVC CO COLO 5.500% 4/01/		12/14/2012	Deutsche Bank	XXX	1,009,774	950,000.00	10,595	
816851AQ2	SEMPRA ENERGY 2.000% 3/15/		12/14/2012	Deutsche Bank	XXX	101,580	100,000.00	494	
857477AE3	State Street Corp Sr Nt		12/17/2012	Deutsche Bank	XXX	2,046,778	1,940,000.00	3,939	
89233P5Z5	Toyota Motor Credit Sr Unsec		02/17/2012	Deutsche Bank	XXX	349,475	350,000.00		
913017BH1	UNITED TECH CORP 4.875% 5/01/		12/14/2012	Deutsche Bank	XXX	845,414	770,000.00	4,484	
25468PCV6	WALT DISNEY MTN 1.100% 12/01/		11/30/2012	Deutsche Bank	XXX	258,151	260,000.00		
983024AE0	WYETH 5.500% 2/01/		12/14/2012	Deutsche Bank	XXX	306,602	290,000.00	5,893	
78008TXA7	ROYAL BANK OF CANADA 1.450% 10/30/	I	12/17/2012	Deutsche Bank	XXX	1,098,101	1,080,000.00	2,045	
893526DL4	Trans Canada Sr Unsec	I	03/02/2012	Deutsche Bank	XXX	438,367	440,000.00		
377373AB1	GLAXOSMITHKLINE CAP 0.750% 5/08/	R	05/09/2012	Deutsche Bank	XXX	1,247,996	1,250,000.00		
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						19,796,647	19,247,000.00	81,110
8399997	Subtotal - Bonds - Part 3						41,546,749	37,775,000.00	215,549
8399998	Summary Item from Part 5 for Bonds						2,776,888	2,697,000.00	3,649
8399999	Subtotal - Bonds						44,323,637	40,472,000.00	219,198
8999998	Summary Item from Part 5 for Preferred Stocks							XXX	
<b>Common Stocks - Industrial and Miscellaneous (Unaffiliated)</b>									
922042775	VANGUARD FTSE ALL WORLD EX U		05/14/2012	VARIOUS	50,000.000	2,109,000	XXX		
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						2,109,000	XXX	
<b>Common Stocks - Mutual Funds</b>									
464287408	ISHARES S&P 500 VALUE INDEX E T F		04/19/2012	Goldman, Sachs & Co	26,100.000	1,614,985	XXX		
921946406	Vanguard High DVD Yield ETF		03/16/2012	Goldman, Sachs & Co	10,000.000	486,025	XXX		
921943858	VANGUARD MSCI EAFE ETF		05/14/2012	VARIOUS	60,000.000	1,966,648	XXX		
9299999	Subtotal - Common Stocks - Mutual Funds						4,067,658	XXX	
9799997	Subtotal - Common Stocks - Part 3						6,176,658	XXX	
9799998	Summary Item from Part 5 for Common Stocks							XXX	
9799999	Subtotal - Common Stocks						6,176,658	XXX	
9899999	Subtotal - Preferred and Common Stocks						6,176,658	XXX	
9999999	Totals						50,500,295	XXX	219,198

E13.1

### SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year (Amortization/ Accretion)	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V.	15 Total Foreign Exchange Change in B./A.C.V.						
<b>Bonds - U.S. Governments</b>																				
31331K2J8	FFCBDEB 0.250% 5/24/		05/30/2012	Morgan Keegan	XXX	1,999,726	2,000,000.00	2,000,000	2,000,000						2,000,000		(274)	(274)	2,417	05/24/2013
31331KGD6	FFCBDEB 1.375% 3/28/		03/28/2012	CALLLED @ 100.0000000	XXX	3,200,000	3,200,000.00	3,197,600	3,198,197		192		192		3,198,389		1,611	1,611	22,000	03/28/2014
31331KX47	FFCBDEB 1.510% 11/28/		11/28/2012	CALLLED @ 100.0000000	XXX	3,000,000	3,000,000.00	2,997,000	2,997,050		530		530		2,997,580		2,421	2,421	45,900	11/28/2016
3133XYZC2	FHLBDEB 0.670% 1/13/		01/13/2012	MATURITY	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				6,700	01/13/2012
313374R61	FHLBDEB 1.200% 10/27/		07/27/2012	CALLLED @ 100.0000000	XXX	1,500,000	1,500,000.00	1,500,000	1,500,000						1,500,000				13,500	10/27/2014
3133XZ26	FHLBDEB 4.500% 1/06/		01/06/2012	MATURITY	XXX	500,000	500,000.00	528,850	500,260		(260)		(260)		500,000				11,250	01/06/2012
3134G2YB2	FHLBDEB 0.500% 8/23/		02/23/2012	CALLLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				5,000	08/23/2013
3134G1V66	FHLBDEB 0.625% 10/30/		10/30/2012	MATURITY	XXX	1,000,000	1,000,000.00	1,004,307	1,002,528		(2,528)		(2,528)		1,000,000				6,250	10/30/2012
3137EADA4	FHLBDEB 0.625% 12/29/		05/30/2012	Morgan Keegan	XXX	1,502,490	1,500,000.00	1,500,000	1,500,000						1,500,000		2,490	2,490	4,271	12/29/2014
3134G27L0	FHLBDEB 0.700% 5/28/		05/30/2012	Suntrust	XXX	2,500,000	2,500,000.00	2,498,750	2,498,858		520		520		2,499,378		623	623	8,647	05/28/2015
3134G1P65	FHLBDEB 0.750% 12/28/		12/28/2012	MATURITY	XXX	2,426,000	2,426,000.00	2,430,367	2,426,379		(2,379)		(2,379)		2,426,000				18,195	12/28/2012
3134G23L4	FHLBDEB 0.950% 11/10/		05/10/2012	CALLLED @ 100.0000000	XXX	1,500,000	1,500,000.00	1,500,000	1,500,000						1,500,000				7,125	11/10/2014
3136FIN00	FNMA MTN 0.375% 11/25/		05/25/2012	CALLLED @ 100.0000000	XXX	1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				1,875	11/25/2013
3135G0G11	FNMA MTN 0.500% 12/27/		05/30/2012	Wells Fargo Sec.	XXX	2,000,000	2,000,000.00	2,001,250	2,001,247		(258)		(258)		2,000,989		(988)	(988)	4,250	12/27/2013
3135G0G22	FNMA MTN 0.750% 12/19/		05/30/2012	Wells Fargo Sec.	XXX	1,000,000	1,000,000.00	1,000,625	1,000,624		(86)		(86)		1,000,538		(538)	(538)	3,354	12/19/2014
3136FRT29	FNMA MTN 1.000% 9/14/		09/14/2012	CALLLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				20,000	09/14/2015
3136FRB36	FNMA MTN 1.150% 7/25/		07/25/2012	CALLLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				23,000	07/25/2014
3136FFA2	FNMA MTN 1.600% 10/26/		10/26/2012	CALLLED @ 100.0000000	XXX	2,500,000	2,500,000.00	2,500,000	2,500,000						2,500,000				40,000	10/26/2016
3134G2G71	Federal Home Loan Mortgage Corp		06/28/2012	VARIABLE	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				18,750	09/28/2016
3136FPX00	Federal National Mortgage Assoc.		11/26/2012	CALLLED @ 100.0000000	XXX	1,366,000	1,366,000.00	1,330,962	1,338,839		8,363		8,363		1,347,002		18,998	18,998	14,343	11/26/2014
3134G1LD4	FHLBDEB 3.000% 3/01/		05/30/2012	Wells Fargo Sec.	XXX	3,015,090	3,000,000.00	3,015,361	3,008,252		(3,445)		(3,445)		3,004,807		10,283	10,283	14,025	12/27/2012
0599999 Subtotal - Bonds - U.S. Governments						40,009,306	39,992,000.00	40,005,072	39,974,034		649		649		39,974,683		34,626	34,626	290,452	XXX
<b>Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)</b>																				
03688EML4	ANNE ARUNDEL CNTY MD 5.250% 3/01/		03/01/2012	MATURITY	XXX	1,000,000	1,000,000.00	1,080,950	1,007,908		(7,908)		(7,908)		1,000,000				26,250	03/01/2012
253363TF2	DICKINSON TX INDPT 0.500% 8/01/		03/30/2012	Deutsche Bank	XXX	750,000	750,000.00	750,000	750,000						750,000				2,490	08/01/2037
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)						1,750,000	1,750,000.00	1,830,950	1,757,908		(7,908)		(7,908)		1,750,000				28,740	XXX
<b>Bonds - U.S. Special Revenue, Special Assessment</b>																				
679110CY0	OK Student Loan		07/20/2012	Suntrust	XXX	795,000	825,000.00	781,061	773,457		3,680		3,680		777,137		17,863	17,863	1,441	12/01/2033
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment						795,000	825,000.00	781,061	773,457		3,680		3,680		777,137		17,863	17,863	1,441	XXX
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																				
002824AQ3	ABBOTT LABS 4.350% 3/15/		12/10/2012	Deutsche Bank	XXX	719,976	685,000.00	742,127	723,964		(16,453)		(16,453)		707,511		12,465	12,465	36,833	03/15/2014
035229CP6	ANHEUSER BUSCH COS 4.375% 1/15/		08/13/2012	Deutsche Bank	XXX	1,016,550	1,000,000.00	1,058,030	1,033,082		(19,584)		(19,584)		1,013,498		3,052	3,052	47,153	01/15/2013
071813BB4	BAXTER INTL 1.800% 3/15/		08/13/2012	Deutsche Bank	XXX	1,361,192	1,350,000.00	1,370,966	1,362,605		(6,428)		(6,428)		1,356,177		5,015	5,015	22,140	03/15/2013
07986AJ1	BELLSOUTH CORP 4.750% 11/15/		06/29/2012	CALLLED @ 101.6849800	XXX	1,169,377	1,150,000.00	1,210,296	1,188,338		(21,691)		(21,691)		1,168,647		2,730	2,730	33,989	11/15/2012
097023AV7	BOEING CO 5.000% 3/15/		08/13/2012	Deutsche Bank	XXX	642,188	600,000.00	662,748	642,678		(11,773)		(11,773)		630,905		11,282	11,282	27,333	03/15/2014
10139MAB1	Bottling Group LLC Company		08/13/2012	Deutsche Bank	XXX	758,228	750,000.00	807,683	766,707		(11,772)		(11,772)		754,935		3,292	3,292	25,823	11/15/2012
14912LAV0	CATERPILLAR FINL MTN 1.375% 5/20/		08/13/2012	Deutsche Bank	XXX	147,046	145,000.00	146,636	146,615		(414)		(414)		146,201		845	845	1,457	05/20/2014
17275RAJ1	CISCO SYSTEMS 1.625% 3/14/		08/13/2012	Deutsche Bank	XXX	509,900	500,000.00	499,405	499,559		122		122		499,681		10,119	10,119	7,425	03/14/2014
235851AK8	DANAHER CORP 1.300% 6/23/		08/13/2012	Deutsche Bank	XXX	1,431,673	1,410,000.00	1,430,343	1,430,326		(5,025)		(5,025)		1,426,301		6,272	6,272	11,711	06/23/2014
263534BY4	DUPONT ELEMENOR 3.250% 1/15/		08/13/2012	Deutsche Bank	XXX	319,050	300,000.00	321,171	321,171		(2,143)		(2,143)		319,028		22	22	5,633	01/15/2015
341099CC1	FLORIDA POWER CORP 4.900% 3/01/		08/13/2012	Deutsche Bank	XXX	645,982	630,000.00	668,739	658,767		(15,170)		(15,170)		643,597		1,485	1,485	28,728	03/01/2013
36982G4Q4	GEN ELEC CAP CRP 1.875% 9/16/		08/13/2012	Deutsche Bank	XXX	587,285	580,000.00	583,550	582,188		(783)		(783)		581,405		5,880	5,880	9,878	09/16/2013
36982G4H4	GEN ELEC CAP MTN 2.800% 1/08/		08/13/2012	Deutsche Bank	XXX	1,110,230	1,100,000.00	1,129,768	1,116,662		(10,049)		(10,049)		1,106,613		3,617	3,617	33,794	01/08/2013
36950QAN8	GENERAL DYNAMICS 5.250% 2/01/		12/07/2012	Deutsche Bank	XXX	631,062	600,000.00	666,402	644,409		(19,705)		(19,705)		624,704		6,358	6,358	42,525	02/01/2014
38141GDK7	GOLDMAN SACHS GROUP 4.750% 7/15/		08/13/2012	Deutsche Bank	XXX	516,305	500,000.00	532,445	520,702		(8,216)		(8,216)		512,486		3,820	3,820	25,597	07/15/2013
428236AQ6	HEWLETT PACK CO 4.500% 3/01/		08/13/2012	Deutsche Bank	XXX	1,122,352	1,100,000.00	1,166,121	1,146,311		(24,421)		(24,421)		1,121,890		452	452	47,025	03/01/2013
24422ERK7	JOHN DEERE CAP MTN 1.250% 12/02/		08/13/2012	Deutsche Bank	XXX	101,572	100,000.00	101,200	101,200		(247)		(247)		100,953		619	619	872	12/02/2014
478160AP9	Johnson & Johnson 5yr		08/15/2012	MATURITY	XXX	500,000	500,000.00	548,655	510,892		(10,892)		(10,892)		500,000				25,750	08/15/2012
46623EJD2	JPMORGAN CHASE 1.650% 9/30/		08/13/2012	Deutsche Bank	XXX	504,415	500,000.00	502,740	501,702		(596)		(596)		501,106		3,309	3,309	1,173	09/30/2013
501044CJ8	KROGER CO 5.000% 4/15/		08/13/2012	Deutsche Bank	XXX	102,873	100,000.00	106,854	104,983		(2,375)		(2,375)		102,608		265	265	4,139	04/15/2013
59018YSU6	MERRILL LYNCH CO MTN 5.000% 2/03/		08/13/2012	Deutsche Bank	XXX	186,955	180,000.00	186,867	184,634		(1,332)		(1,332)		183,302		3,653	3,653	9,250	02/03/2014
617446HR3	MORGAN STANLEY 5.300% 3/01/		08/13/2012	Deutsche Bank	XXX	867,774	850,000.00	888,487												

## SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/Adjusted Carrying Value	10 Change in Book/Adjusted Carrying Value					11 Unrealized Valuation Increase/ (Decrease)	12 Current Year (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (Cols. 11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/Adjusted Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date		
									11	12	13	14	15													
637432CU7	National Rural Util MTN	03/01/2012	MATURITY	XXX	366,000	366,000.00	406,513	368,930	(2,930)			(2,930)		366,000				366,000					13,268	03/01/2012		
637432MM4	NATL RURAL UTIL 1.125% 11/01/	08/13/2012	Deutsche Bank	XXX	161,123	160,000.00	156,990	159,295	235			235		159,530				159,530					1,410	11/01/2013		
74005PAW4	Praxair Inc Nt	11/15/2012	MATURITY	XXX	40,000	40,000.00	39,884	39,966	34			34		40,000				40,000					700	11/15/2012		
74271BDR7	Procter & Gamble	08/01/2012	MATURITY	XXX	40,000	40,000.00	39,971	39,993	7			7		40,000				40,000					550	08/01/2012		
882508AP9	TEXAS INSTRUMENT 0.875% 5/15/	08/13/2012	Deutsche Bank	XXX	602,322	600,000.00	601,222	601,216	(545)			(545)		600,671				600,671					1,651	05/15/2013		
88732JAG3	TIME WARNER CABLE 5.400% 7/02/	04/05/2012	Deutsche Bank	XXX	1,011,560	1,000,000.00	1,066,100	1,021,673	(11,332)			(11,332)		1,010,541				1,010,541					40,950	07/02/2012		
92976WBJ4	WACHOVIA CORP MTN 5.500% 5/01/	08/13/2012	Deutsche Bank	XXX	517,490	500,000.00	546,435	525,870	(11,893)			(11,893)		513,977				513,977					21,542	06/01/2013		
931422AD1	WALGREEN CO 4.875% 8/01/	08/13/2012	Deutsche Bank	XXX	1,352,962	1,300,000.00	1,400,619	1,384,421	(32,764)			(32,764)		1,351,657				1,351,657					1,305	08/01/2013		
949748NY3	WELLS FARGO CO 4.375% 1/31/	08/13/2012	Deutsche Bank	XXX	254,490	250,000.00	264,190	257,815	(4,445)			(4,445)		253,370				253,370					1,120	11/30/2013		
046353AC2	Astrazeneca Plc Sr Nt	R 03/30/2012	Deutsche Bank	XXX	1,840,950	1,800,000.00	1,894,040	1,863,078	(22,065)			(22,065)		1,840,993				1,840,993					(44)	(44)	52,650	09/15/2012
0727G0CN8	BAYERISCHE NY 0.331% 3/20/	R 03/20/2012	MATURITY	XXX	1,500,000	1,500,000.00	1,496,792	1,500,230	(230)			(230)		1,500,000				1,500,000					2,363	03/20/2012		
22303QAF7	COVIDIEN INTL 5.450% 10/15/	R 06/21/2012	CALLED @ 101.6200000	XXX	254,050	250,000.00	267,438	258,740	(5,222)			(5,222)		253,518				253,518					532	532	9,310	10/15/2012
8899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				22,891,836	22,436,000.00	23,503,423	22,662,119	(293,560)			(293,560)		22,790,930				22,790,930					100,898	100,898	720,497	XXX
8399997	Subtotal - Bonds - Part 4				65,446,136	65,003,000.00	66,120,506	65,167,518	(297,139)			(297,139)		65,292,750				65,292,750					153,387	153,387	1,041,130	XXX
8399998	Summary Item from Part 5 for Bonds				2,767,939	2,697,000.00	2,776,888		(14,392)			(14,392)		2,762,496				2,762,496					5,442	5,442	24,088	XXX
8399999	Subtotal - Bonds				68,214,075	67,700,000.00	68,897,394	65,167,518	(311,531)			(311,531)		68,055,246				68,055,246					158,829	158,829	1,065,218	XXX
8999998	Summary Item from Part 5 for Preferred Stocks				XXX																					XXX
9789998	Summary Item from Part 5 for Common Stocks				XXX																					XXX
9899999	Subtotal - Preferred and Common Stocks				XXX																					XXX
9999999	Totals				68,214,075	XXX	68,897,394	65,167,518	(311,531)			(311,531)		68,055,246				68,055,246					158,829	158,829	1,065,218	XXX

### SCHEDULE D - PART 5

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1 CUSIP Identifi- cation	2 Description	3 F O R E I G N Date Acquired	4 Name of Vendor	5 Disposal Date	6 Name of Purchaser	7 Par Value (Bonds) Number of Shares (Stock)	8 Actual Cost	9 Conside- ration	10 Book/ Adjusted Carrying Value at Disposal	Change in Book/Adjusted Carrying Value				17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Interest and Dividends Received During Year	21 Paid for Accrued Interest and Dividends
										12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (Col. 12+ 13-14)					
<b>Bonds - U.S. Governments</b>																		
313378BX8	Federal Home Loan Bank	02/23/2012	Morgan Keegan	03/23/2012	CALLED @ 100.000000	1,000,000.000	1,000,000	1,000,000	1,000,000									208
0599999	Subtotal - Bonds - U.S. Governments																	208
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																		
265534BY4	DUPONT EI NEMOUR 3.250% 1/15/	01/17/2012	Deutsche Bank	08/13/2012	Deutsche Bank	997,000.000	1,069,312	1,060,310	1,055,629		(13,683)		(13,683)		4,680	4,680	18,721	180
713448BX5	Pepsico Inc Sr Unsec	03/05/2012	Deutsche Bank	08/13/2012	Deutsche Bank	250,000.000	249,890	250,870	249,906		16		16		964	964	823	
822582AL6	Shell Intl Fin Cpy Ltd	R 02/23/2012	Deutsche Bank	03/30/2012	Deutsche Bank	450,000.000	457,686	456,759	456,961		(725)		(725)		(202)	(202)	4,336	3,469
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)																	23,880
8399999	Subtotal - Bonds																	5,442
9999999	Totals																	24,088

### SCHEDULE D - PART 6 - SECTION 1

#### Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures manual)	6 Do Insurer's Assets Include Intangible Assets connected with Holding of Such Company's Stock?	7 Total Amount of Such Intangible Assets	8 Book/Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date	
								9 Number of Shares	10 % of Outstanding
<b>NONE</b>									
1999999 Total - Preferred and Common Stocks								XXX	XXX

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$.....0.  
 2. Total amount of intangible assets nonadmitted \$.....0.

### SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-Tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-Tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
<b>NONE</b>					
0399999 Total - Preferred and Common Stocks				XXX	XXX

# SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest					21		
		3	4					9	10	11	12			15	16	17	18	19		20	
CUSIP Identification	Description	Code	Foreign	Date Acquired	Name of Vendor	Maturity Date	Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bond Not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid For Accrued Interest	
<b>Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations</b>																					
	LAREDO TX INDP SCH 5.000% 8/01/			12/17/2012	Deutsche Bank	08/01/2013	411,291	(753)				400,000	412,044	8,333		5.000	0.157	FA		7,556	
1899999	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																			7,556	
2499999	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)																			7,556	
<b>Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations</b>																					
	VIRGINIA ST PUB SCH 5.000% 4/15/			12/17/2012	Deutsche Bank	04/15/2013	710,044	(1,352)				700,000	711,396	7,389		5.000	0.033	AO		6,028	
2599999	Subtotal - Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations																			6,028	
3199999	Subtotal - Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																			6,028	
<b>Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations</b>																					
	BANK OF NY MELLO MTN 5.125% 8/27/			12/14/2012	Deutsche Bank	08/27/2013	164,888	(352)				180,000	165,240	2,824		5.125	0.454	FA		2,437	
	BRISTOL MYERS SQUIBB 5.250% 8/15/			12/14/2012	Deutsche Bank	08/15/2013	360,499	(796)				350,000	361,295	6,942		5.250	0.419	FA		6,074	
	COCA COLA CO THE 0.750% 11/15/			12/14/2012	Deutsche Bank	11/15/2013	200,732	(40)				200,000	200,772	192		0.750	0.329	MN		121	
	CON EDISON 3.850% 6/15/			12/14/2012	Deutsche Bank	06/15/2013	192,716	(281)				190,000	192,997	325		3.850	0.704	JD	3,658	3,637	
	GEORGIA POWER CO 1.300% 9/15/			12/14/2012	Deutsche Bank	09/15/2013	382,390	(160)				380,000	382,550	1,455		1.300	0.407	MS		1,221	
	KROGER CO 5.000% 4/15/			12/14/2012	Deutsche Bank	04/15/2013	60,759	(124)				60,000	60,883	633		5.000	0.615	AO		492	
	MICROSOFT CORP 0.875% 9/27/			12/17/2012	Deutsche Bank	09/27/2013	220,968	(51)				220,000	221,019	503		0.875	0.279	MS		428	
	OCCIDENTAL PETRO 1.450% 12/13/			12/14/2012	Deutsche Bank	12/13/2013	318,304	(164)				315,000	318,468	228		1.450	0.343	JD		13	
3299999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations																			14,423	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)																			14,423	
7799999	Subtotal - Issuer Obligations																			28,007	
8399999	Total Bonds																			28,007	
<b>Exempt Money Market Mutual Funds</b>																					
	31846V807 First American Treasury Fund	R		12/01/2007	U.S. Bank																
	38141W323 Goldman Sachs Finl Sq Trust			12/12/2012	U.S. Bank		10,687,702						10,687,702	91						216	
8899999	Subtotal - Exempt Money Market Mutual Funds																			216	
<b>Class One Money Market Mutual Funds</b>																					
	825252554 AIM STIC-Liquid Assets			01/05/2011	U.S. Bank																
	26158J206 Dreyfus Cash Management #288			12/31/2012	U.S. Bank		3,256,468						3,256,468	276						6,090	
	300250602 Evergreen Institutional MM Fund	M		07/09/2010	U.S. Bank																
	60934N625 Federated Fund # 851			12/31/2012	Wells Fargo Sec.		3,010,018						3,010,018	459						12,531	
	316175405 Fidelity Prime Money Fund #690			12/31/2012	Wells Fargo Sec.		3,558,204						3,958,204	405						8,576	
	31846V625 First American Prime			01/03/2011	U.S. Bank																
	38141W364 Goldman Sachs FS Prime Oblig. #462			12/07/2012	Wells Fargo Sec.		3,254,277						3,254,277	448						8,859	
	4812A2603 JP Morgan Prime Fund #829			12/07/2012	Wells Fargo Sec.		3,004,193						3,004,193	397						9,673	
	61747C873 Morgan Stanley Prime Port. # 311			12/31/2012	Wells Fargo Sec.		3,954,348						3,954,348	398						7,521	
	MMPORTALD US Bank Money Market Portal			03/29/2010	U.S. Bank																
	94984B793 Wells Fargo Adv Heritage #3801			12/31/2012	Wells Fargo Sec.		3,409,281						3,409,281	620						7,575	
	949917397 Wells Fargo Adv Heritage MMA Inst			12/31/2012	U.S. Bank		10,203,115						10,203,115	934						2,304	
8999999	Subtotal - Class One Money Market Mutual Funds																			63,129	
9199999	Total Short-Term Investments																			28,007	

E17

E18 Schedule DB - Part A Sn 1 Opt/Cap/Floors/Collars/Swaps/Forwards Open . . . . NONE

E19 Schedule DB - Part A Sn 2 Opt/Cap/Floors/Collars/Swaps/Forwards Term. . . . NONE

E20 Schedule DB - Part B Sn 1 Futures Contracts Open . . . . . NONE

E21 Schedule DB - Part B Sn 2 Futures Contracts Terminated . . . . . NONE

E22 Schedule DB - Part D Counterparty Exposure for Derivative Instruments Open NONE

E23 Schedule DL - Part 1 - Securities Lending Collateral Assets . . . . . NONE

E24 Schedule DL - Part 2 - Securities Lending Collateral Assets . . . . . NONE

**SCHEDULE E - PART 1 - CASH**

1		2	3	4	5	6	7
Depository		Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
<b>open depositories</b>							
Wachovia .....	Cash .....					(8,605,910)	XXX
JP Morgan .....	Cash .....					881,316	XXX
0199998 Deposits in .....53 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories .....							
			XXX	19,860	4,687	14,012,569	XXX
0199999 Totals - Open Depositories .....							
			XXX	19,860	4,687	6,287,975	XXX
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....							
			XXX				XXX
0299999 Totals - Suspended Depositories .....							
			XXX				XXX
0399999 Total Cash On Deposit .....							
			XXX	19,860	4,687	6,287,975	XXX
0499999 Cash In Company's Office .....							
			XXX	XXX	XXX		XXX
0599999 Total Cash .....							
			XXX	19,860	4,687	6,287,975	XXX

**TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR**

1. January .....	8,546,385	4. April .....	(4,131,999)	7. July .....	10,738,417	10. October .....	15,858,148
2. February .....	2,583,310	5. May .....	839,652	8. August .....	19,432,219	11. November .....	12,317,084
3. March .....	(3,545,858)	6. June .....	3,289,672	9. September .....	13,985,507	12. December .....	6,287,975

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned December 31 of Current Year

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
<b>Bonds - Industrial &amp; Miscellaneous (Unaffiliated) - Issuer Obligations</b>							
ANHEUSER BUSCH COS 4.375% 1/15/ .....		12/14/2012 .....	4.375 .....	01/15/2013 .....	220,257 .....	4,438 .....	(312) .....
HONEYWELL INTL 4.250% 3/01/ .....		12/14/2012 .....	4.250 .....	03/01/2013 .....	140,875 .....	1,983 .....	(248) .....
MCKESSON HBOC INC 5.250% 3/01/ .....		12/14/2012 .....	5.250 .....	03/01/2013 .....	151,114 .....	2,625 .....	(315) .....
SEMPRA ENERGY 6.000% 2/01/ .....		12/14/2012 .....	6.000 .....	02/01/2013 .....	150,647 .....	3,750 .....	(367) .....
3299999 Subtotal - Bonds - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations .....					662,893 .....	12,796 .....	(1,242) .....
3899999 Subtotal - Bonds - Industrial & Miscellaneous (Unaffiliated) .....					662,893 .....	12,796 .....	(1,242) .....
7799999 Subtotals - Bonds - Issuer Obligations .....					662,893 .....	12,796 .....	(1,242) .....
8399999 Subtotals - Bonds .....					662,893 .....	12,796 .....	(1,242) .....
8699999 Total Cash Equivalents .....					662,893 .....	12,796 .....	(1,242) .....

**SCHEDULE E - PART 3 - SPECIAL DEPOSITS**

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For		All Other Special Deposits	
			the Benefit of All Policyholders		5 Book/Adjusted Carrying Value	6 Fair Value
			3 Book/Adjusted Carrying Value	4 Fair Value		
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)	O	Statutory Deposit	18,250,348	18,364,747		
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CAN)						
58. Aggregate Alien and Other (OT)	XXX	XXX				
59. Total	XXX	XXX	18,250,348	18,364,747		
<b>DETAILS OF WRITE-INS</b>						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX				
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	XXX				



## SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2012

(To be filed by March 1)

### PART 1 - INTERROGATORIES

1. The reporting insurer is a member of a group of insurers or other holding company system:  
 If yes, do the below amounts represent 1) total gross compensation paid to each individual by or on behalf of all companies that are part of the group:  
 or 2) allocation to each insurer: Yes[X] No[ ]  
Yes[ ] No[X]  
Yes[X] No[ ]
  
2. Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entity? Yes[ ] No[X]
  
3. Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement? Yes[ ] No[X]

### PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1	Name and Principal Position	2 Year	Annual Compensation			
			3 Salary	4 Bonus	5 All Other Compensation	6 Totals
1.	Alvin Brock King President/CEO	2012	312,999	907,453	272,050	1,492,502
		2011	294,351	354,687	167,969	817,007
		2010	283,083	52,500	115,635	451,218
2.	James Ward Truess (Former) Vice President/Asst. Treasurer	2012	57,607	327,825	486,459	871,891
		2011	79,708	210,217	311,198	601,123
		2010	78,362	89,696	354,403	522,461
3.	Richard Charles Zoretic (Former) Vice President/Asst. Secretary	2012	57,607	327,825	486,366	871,798
		2011	79,708	210,217	308,092	598,017
		2010	78,362	89,696	281,155	449,213
4.	Edna Laverne Willingham Vice President/COO	2012	206,964	443,570	79,205	729,739
		2011	181,874	69,815	21,238	272,927
		2010	141,658	10,191	1,744	153,593
5.	Nicholas Joseph Pace Vice President/Asst. Secretary	2012	27,314	106,279	323,818	457,411
		2011	32,706	28,848	46,815	108,369
		2010	28,488	12,725	36,452	77,665
6.	William Gardner Wood Sr. Medical Director	2012	279,279	109,635	42,138	431,052
		2011	270,641	84,341	28,230	383,212
		2010	262,758	68,900	38,745	370,403
7.	Kendall Benjamin Edwards Vice President	2012	210,029	152,003	55,963	417,995
		2011	194,086	87,649	22,572	304,307
		2010	193,950	25,200	10,798	229,948
8.	Linda Kaye Whitley-Taylor (Former) Vice President	2012	27,424	93,769	241,003	362,196
		2011	33,366	44,805	55,082	133,253
		2010	33,006	9,503	41,839	84,348
9.	Charles Brian Shipp Regional CEO	2012	35,477	160,997	114,378	310,852
		2011	185,501	458,000	190,273	833,774
		2010	302,715	240,982	430,064	973,761
10.	Courtney Nelson Pearre Vice President Gov't Relations	2012	169,069	89,400	29,872	288,341
		2011	164,734	84,341	15,827	264,902
		2010	159,531	20,700	7,932	188,163

### PART 3 - DIRECTOR COMPENSATION

1 Name and Principal Position or Occupation	2 Compensation Paid or Deferred for Services as Director	3 All Other Compensation Paid or Deferred	4 Totals
NONE			
9999999			



**MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT**  
**For The Year Ended December 31, 2012**  
**(To be filed by March 1)**  
**FOR THE STATE OF TENNESSEE**

NAIC Group Code: 0671

NAIC Company Code: 12941

Address (City, State and Zip Code): Nashville, TN 37214

Person Completing This Exhibit:

Title:

Telephone:

1 Compliance with OBRA	2 Policy Form Number	3 Standardized Medicare Supplement Benefit Plan	4 Medicare Select	5 Plan Characteristics	6 Date Approved	7 Date Approval Withdrawn	8 Date Last Amended	9 Date Closed	10 Policy Marketing Trade Name	Policies Issued Through 2009				Policies Issued in 2010, 2011, 2012			
										11 Premiums Earned	12 Incurred Claims		14 Number of Covered Lives	15 Premiums Earned	16 Incurred Claims		18 Number of Covered Lives
											12 Amount	13 Percent of Premiums Earned			16 Amount	17 Percent of Premiums Earned	
<b>NONE</b>																	
0299999 Total Experience on Group Policies																	

GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details.
2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
  - 2.1 Address:
  - 2.2 Contact Person and Phone Number:
3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h)(3)(B)
  - 3.1 Address:
  - 3.2 Contact Person and Phone Number:
4. Explain any policies identified above as policy type "O":

Supp12 Tennessee

Supp13 SIS Title ..... NONE

Supp14 SIS Financial Reporting ..... NONE

Supp15 SIS Inform. - Management and Directors ..... NONE

Supp16 SIS Statement Beneficial Ownership ..... NONE



## Medicare Part D Coverage Supplement (Net of Reinsurance)

NAIC Group Code: 0671

(To be Filed By March 1)

NAIC Company Code: 12941

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected					
1.1 Standard Coverage					
1.11 With Reinsurance Coverage		XXX		XXX	
1.12 Without Reinsurance Coverage		XXX		XXX	
1.13 Risk-Corridor Payment Adjustments		XXX		XXX	
1.2 Supplemental Benefits		XXX		XXX	
2. Premiums Due and Uncollected - change					
2.1 Standard Coverage					
2.11 With Reinsurance Coverage		XXX		XXX	XXX
2.12 Without Reinsurance Coverage		XXX		XXX	XXX
2.2 Supplemental Benefits		XXX		XXX	XXX
3. Unearned Premium and Advance Premium - change					
3.1 Standard Coverage					
3.11 With Reinsurance Coverage		XXX		XXX	XXX
3.12 Without Reinsurance Coverage		XXX		XXX	XXX
3.2 Supplemental Benefits		XXX		XXX	XXX
4. Risk-Corridor Payment Adjustments - change					
4.1 Receivable		XXX		XXX	XXX
4.2 Payable		XXX		XXX	XXX
5. Earned Premiums					
5.1 Standard Coverage					
5.11 With Reinsurance Coverage		XXX		XXX	XXX
5.12 Without Reinsurance Coverage		XXX		XXX	XXX
5.13 Risk-Corridor Payment Adjustments		XXX		XXX	XXX
5.2 Supplemental Benefits		XXX		XXX	XXX
6. Total Premiums		XXX		XXX	
7. Claims Paid					
7.1 Standard Coverage					
7.11 With Reinsurance Coverage	<b>NONE</b>			XXX	
7.12 Without Reinsurance Coverage	<b>NONE</b>			XXX	
7.2 Supplemental Benefits	<b>NONE</b>			XXX	
8. Claim Reserves and Liabilities - change					
8.1 Standard Coverage					
8.11 With Reinsurance Coverage		XXX		XXX	XXX
8.12 Without Reinsurance Coverage		XXX		XXX	XXX
8.2 Supplemental Benefits		XXX		XXX	XXX
9. Healthcare Receivables - change					
9.1 Standard Coverage					
9.11 With Reinsurance Coverage		XXX		XXX	XXX
9.12 Without Reinsurance Coverage		XXX		XXX	XXX
9.2 Supplemental Benefits		XXX		XXX	XXX
10. Claims Incurred					
10.1 Standard Coverage					
10.11 With Reinsurance Coverage		XXX		XXX	XXX
10.12 Without Reinsurance Coverage		XXX		XXX	XXX
10.2 Supplemental Benefits		XXX		XXX	XXX
11. Total Claims		XXX		XXX	
12. Reinsurance Coverage and Low Income Cost Sharing					
12.1 Claims Paid - Net of reimbursements applied	XXX		XXX		
12.2 Reimbursements Received but Not Applied - change	XXX		XXX		
12.3 Reimbursements Receivable - change	XXX		XXX		XXX
12.4 Healthcare Receivables - change	XXX		XXX		XXX
13. Aggregate Policy Reserves - change					XXX
14. Expenses Paid		XXX		XXX	
15. Expenses Incurred		XXX		XXX	XXX
16. Underwriting Gain/Loss		XXX		XXX	XXX
17. Cash Flow Result	XXX	XXX	XXX	XXX	

APPR01 Appr. from St of Dom for Relief related to the 5-Yr Rotation of Lead Audit . . . . NONE

APPR02 Appr. from St of Dom for Relief related to the 1-Yr Cooling Off Period . . . . . NONE

APPR03 Appr. from St of Dom for Relief related to the Req. for Audit Comm. . . . . NONE

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**ANNUAL DISKETTE TRANSMITTAL FORM AND CERTIFICATION  
(HEALTH)**

Name of Insurer AMERIGROUP Tennessee, Inc.

Date March 1, 2013 FEIN 20-4776597  
 NAIC Group # 0671 NAIC Company # 12941

THIS FORM IS REQUIRED FOR ALL DISKETTE TRANSMITTALS, WITH THE EXCEPTION OF RBC FILINGS,  
 PLEASE PROVIDE ANY ADDITIONAL COMMENTS THAT MAY HELP TO IDENTIFY DISKETTE CONTENT

	March	April	June
1. Is this the first time you've submitted this filing? (Y/N) .....	Yes .....	N/A .....	N/A .....
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N) .....	N/A .....	N/A .....	N/A .....
3. Is this being re-filed due to changes to the data originally filed? (Y/N) .....	N/A .....	N/A .....	N/A .....
4. Other? (Y/N) .....	N/A .....	N/A .....	N/A .....

(if "yes" attach an explanation.)

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg  
 Phone:  
 Address: 4425 Corporation Lane, Virginia Beach, VA

D. Software Vendor: SunGard IWORKS - Statutory  
 Version: 2012.A.1

E. Have material validation failures been addressed in the explanation file? Yes[X] No[]

F. The undersigned hereby certifies that, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that annual statement information required to be contained on diskette is identical to the information in the 2012 Annual Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): McAfee VirusScan Enterprise

(version number): 8.8.0.849

(Signed) Margaret M. Roomsburg

Type Name and Title: Margaret Mary Roomsburg, Senior Vice President

## Amended Explanation Page

**NONE**

AMERIGROUP Tennessee, Inc.  
Report 2A  
For the Period Ending 12/31/12

	Current Period	Year-To-Date Total	Previous Year Total
<b>Member Months</b>	<b>604,073</b>	<b>2,419,282</b>	<b>2,444,669</b>
<b>Revenues:</b>			
TennCare Capitation	214,316,956	863,517,958	896,910,241
Investment	740,734	3,049,879	2,552,148
Other Revenues	0	-	-
<b>Total Revenues</b>	<b>215,057,690</b>	<b>866,567,837</b>	<b>899,462,389</b>
<b>Estimated Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	40,259,409	159,203,445	143,533,978
Inpatient Hospital Services	34,951,833	140,446,415	136,053,770
Outpatient Hospital Services	7,779,451	33,825,842	47,033,009
Emergency Room Services	7,590,098	29,998,796	28,151,346
Dental Services	-	-	-
Vision Services	732,695	2,882,010	2,391,743
Pharmacy Services	-	-	-
Home Health Services	6,019,564	25,575,648	27,840,770
Chiropractic Services	-	-	-
Radiology Services	5,944,353	23,307,609	17,898,403
Laboratory Services	3,663,977	14,323,914	10,301,100
Durable Medical Equipment Services	1,549,261	6,062,745	5,294,817
Transportation Services	4,246,342	16,913,897	17,007,828
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
<b>Subtotal Medical and Hospital</b>	<b>112,736,983</b>	<b>452,540,321</b>	<b>435,506,764</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,274,309	9,431,205	11,509,221
Inpatient Substance Abuse Treatment and Detox	1,516,206	6,158,116	4,505,626
Outpatient Mental Health Services	1,963,700	7,641,538	7,503,980
Outpatient Substance Abuse Treatment and Detox	1,545,239	6,104,985	6,474,527
Housing/Residential Treatment	1,492,664	5,318,328	4,740,336
Specialized Crisis Services	1,061,741	4,230,573	4,390,610
Psychiatric Rehab and Support Services	961,275	3,655,368	3,558,194
Case Management	5,493,543	22,006,621	23,779,936
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
<b>Subtotal MH&amp;SAS</b>	<b>16,308,677</b>	<b>64,546,734</b>	<b>66,462,430</b>
<b>CHOICES</b>			
Nursing Facility Care	40,722,315	157,381,410	154,244,185
HCBS Services	9,402,801	31,737,665	22,469,749
<b>Subtotal CHOICES</b>	<b>50,125,116</b>	<b>189,119,075</b>	<b>176,713,934</b>
<b>Subtotal Hospital, Medical, MH&amp;SAS, CHOICES</b>	<b>179,170,776</b>	<b>706,206,130</b>	<b>678,683,128</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	(73,560)	(276,078)	(28,169)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>(73,560)</b>	<b>(276,078)</b>	<b>(28,169)</b>
<b>Total Hospital, Medical, MH&amp;SAS</b>	<b>179,244,336</b>	<b>706,482,208</b>	<b>678,711,297</b>
<b>Administration:</b>			
Compensation	6,035,238	22,359,835	19,977,065
Direct and Allocated Admin expenses	11,414,701	45,544,603	50,715,996
Marketing	30,353	146,388	204,801
Interest Expense	-	-	-
Premium Tax Expense	11,787,433	47,467,984	49,452,316
Occupancy, Depreciation, and Amortization	321,281	1,279,001	1,183,006
Other Administration - Write-Ins	2,180,417	6,945,149	5,313,790
<b>Total Administration Expenses</b>	<b>31,769,423</b>	<b>123,742,960</b>	<b>126,846,974</b>
<b>Total Expenses</b>	<b>211,013,759</b>	<b>830,225,168</b>	<b>805,558,271</b>
Extraordinary Item	-	-	-
Provision for Income Tax	1,174,539	12,281,677	28,281,396
<b>Net Income (Loss)</b>	<b>2,869,392</b>	<b>24,060,992</b>	<b>65,622,722</b>
<b>Write-Ins for Other Revenues</b>			
Total Other Revenues	-	-	-
<b>Write-Ins for Other Medical and Hospital</b>			
Total Other Medical and Hospital	-	-	-
<b>Write-Ins for Other MH &amp; SS</b>			
Total Other MH & SS	-	-	-
<b>Write-Ins for Other Administration</b>			
Purchased Services	128,439	687,859	813,389
Telephone	185,121	609,026	437,310
Contributions	(1,440)	49,810	29,650
Fines & Penalties	(40,500)	66,484	295,157
Bank Service Charges	11,515	52,853	65,922
Uncollected Provider Claim Recoveries	313,044	1,367,174	(1,004,231)
Postage and Delivery	121,041	639,649	623,174
Printing and Reproduction	153,023	842,811	895,633
Supplies	30,611	154,724	191,590
Temporary Labor	50,607	192,035	126,190
Travel and Entertainment	164,894	665,185	579,520
Recruitment	14,065	93,075	29,300
State Franchise & Excise Taxes	1,007,332	1,357,724	2,028,635
Other Administration < \$20,000 YTD	42,665	166,740	202,551
<b>Total Other Administration</b>	<b>2,180,417</b>	<b>6,945,149</b>	<b>5,313,790</b>

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	Quality Performance Incentive	Money Follows the Person (MFP) Incentive	Long-Term Care Overpayment Recoupment	OCCP Rescission Letter	Liquidated Damages	Premium Taxes	Premium Tax Differential	ASO Claims	ASO Premium Taxes	Cash difference	Premium receivable		
	Cash P2, C3, L5 IA	Premium P4, C2, L2					Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13, L1		
Beginning Balance (Prem. Rec)																	\$ 8,384,341.64	Balance @ 12/31/11	
January	74,544,359.95	70,927,179.18	74,586,272.57	1,864,656.81	72,721,615.76	1,831,100.66					(8,356.47)					0.00	33,556.15		
February	8,700.00	22,000.00						22,000.00			(13,300.00)						-	-	
February	57,857,520.76	69,943,718.66	57,355,030.88	1,433,875.77	55,921,155.11	1,864,656.81	72,636.54				(927.70)					72,636.54	(503,417.58)		
February		72,636.54				72,636.54											(145,273.08)	72,636.54	
March	72,095,080.21	71,918,470.42	72,457,645.58	1,811,441.14	70,646,204.44	1,433,875.77										15,000.00	362,565.37		
March		15,000.00				15,000.00		15,000.00									(30,000.00)	15,000.00	
April	74,174,759.47	71,461,108.54	73,654,855.92	1,841,371.40	71,813,484.52	2,361,274.95						109,369.81	6,738.14	1,022.59		(116,107.95)	(403,795.60)		
April		1,022.59															-	-	
April		12,395.80										10,197.59					-	-	
April		8,700.00						9,000.00			(300.00)						-	-	
May	69,244,537.21	71,139,495.39	71,668,922.93	1,791,723.07	69,877,199.86	1,846,771.40			(2,460,634.05)	5,700.00	(18,900.00)					(5,599.99)	(49,448.33)		
May		200.00									200.00						-	-	
June	71,930,079.39	75,708,520.24	71,936,775.71	1,798,419.39	70,138,356.32	1,791,723.07											(0.00)	6,696.32	
July	71,548,070.85	71,708,860.37	71,552,975.86	1,788,824.40	69,764,151.46	1,813,419.39					(14,600.00)					(15,000.01)	(9,594.99)		
August	76,021,428.29	74,175,786.23	76,125,234.76	1,903,130.87	74,222,103.89	1,788,824.40										0.00	114,306.47		
September	75,017,348.69	72,085,907.63	75,009,864.43	1,875,246.61	73,134,617.82	1,903,130.87		15,000.00			(20,400.00)					0.00	(27,884.26)		
October	73,206,166.18	71,521,317.30	\$73,216,943.15	1,830,423.58	71,386,519.57	1,875,246.61					(55,600.00)						(44,823.03)		
October		38,000.00						38,000.00									-	-	
November	72,791,018.94	71,102,550.17	\$72,780,097.80	1,819,502.44	70,960,595.37	1,830,423.58											(10,921.14)		
December	73,501,054.11	71,693,088.76	\$73,529,796.58	1,838,244.91	71,691,551.67	1,819,502.44					(10,000.00)						18,742.48		
Total	\$ 862,000,442.44	\$ 863,517,957.82	\$ 863,874,416.17	\$ 21,596,860.39	\$ 842,277,555.78	\$ 22,247,586.49	\$ 72,636.54	\$ 99,000.00	\$ (2,460,634.05)	\$ 5,700.00	\$ (146,584.17)	\$ 119,567.40	\$ 6,738.14	\$ 1,022.59	\$ 2,198.21	\$ (224,344.49)	\$ 7,957,960.04		

<b>Reconciliation</b>		
Cash collected	\$ 862,000,442.44	
Premium earned	863,517,957.82	
Difference	\$(1,517,515.38)	
Premium Receivable	\$ 7,288,244.91	
Less:		
Beginning Balance	\$ 8,384,341.64	
Liquidated Damages	(146,584.17)	
OCCP Rescission Letter	5,700.00	
ASO Claims	1,022.59	
ASO Premium Taxes	2,198.21	
HMS Refund-Premium Tax	10,197.59	
Change in Payment Adjustments @ 12-2012	(2,486,146.36)	\$ 5,770,729.50
Difference	\$(1,517,515.40)	0.02

\$ 7,957,960.04	Changes in Premium Receivable:
(200.00)	Rescinded Liquidated Damages
(669,515.13)	Retro Receivable
7,288,244.91	Subtotal @ 12/31/12
7,288,244.89	Trial Balance @ 12/31/12
0.02	Checkpoint

<b>Cash that should be included on premium tax return</b>	
Medicaid Premiums	863,517,957.82
Change in Premium Receivable	1,036,086.74
ASO Claims	1,022.59
ASO Premium Taxes	2,198.21
HMS Refund-Premium Tax	10,197.59
Change in Payment Adjustments @ 12-2012	(2,486,146.36)
	862,141,326.59
1Q12 Cash Included	(204,528,245.09)
2Q12 Cash Included	(215,384,994.46)
3Q12 Cash Included	(222,626,247.83)
	219,601,839.21
Total Cash collected	862,000,442.44
1Q12 Cash Included	(204,528,245.09)
2Q12 Cash Included	(215,384,994.46)
3Q12 Cash Included	(222,626,247.83)
add back liquidated damages	140,884.17
	219,601,839.23
	(0.02)

12,078,101.16

AMERIGROUP Tennessee, Inc.  
MLR Reconciliation to NAIC Filing  
December 31, 2012

**TOTAL REVENUES**

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Net premium income 2012	863,517,958	41,362,158		904,880,116	4, C2, L2
Net premium income 2011	896,910,241	23,222,262		920,132,503	4, C2, L2
Net premium income 2010	871,851,131	16,750,528		888,601,659	4, C2, L2
Net premium income 2009	612,724,592	13,401,387		626,125,979	4, C2, L3
Net premium income 2008	598,983,073	8,112,101		607,095,174	4, C3, L2-2008
Net premium income 2007	382,864,891			382,864,891	4, C3, L2-2009
TOTAL	4,226,851,886	102,848,436			
MLR Report	4,226,851,886				
Difference	(0)				
Rounding					
Unreconciled difference	(0)				

**UNPAID CLAIMS**

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Claims unpaid (less reinsurance ceded)	68,909,152	3,933,570		72,842,721	3, C3, L1
Accrued medical incentive pool and bonus amou	127,952	-		127,952	3, C3, L2
Unpaid claims adjustment expenses	1,398,494	73,709		1,472,203	3, C3, L3
TOTAL	70,435,598	4,007,279		74,442,876	
Middle Tennessee Unpaid Claims Total				70,435,598	
IBNR on MLR report				69,490,745	
Difference				944,853	
Checks issued, but not released - After the check is issued, the amount is included in the underlying paid data in the MLR Report. Thus, these amounts were excluded from the reserve in the MLR Report but included in the reserve for financial reporting because not yet released.				667,228	
Medical - Unapplied Cash				277,624	
Unreconciled difference				0	

**HOSPITAL AND MEDICAL**

Total expenses on MLR report		3,421,451,023			
Total hospital and medical 07 Dec 31				360,775,300	4, C4, L18-2007
Total hospital and medical 08 Dec 31				535,851,712	4, C4, L18-2008
Total hospital and medical 09 Dec 31				516,193,087	4, C3, L18
Total hospital and medical 10 Dec 31				653,302,266	4, C2, L18
Total hospital and medical 11 Dec 31				695,948,802	4, C2, L18
Total hospital and medical 12 Dec 31				741,069,296	4, C2, L18
Total from NAIC filing				3,503,140,463	
Less Medicare expenses				81,689,441	
NAIC net of Medicare expenses		3,421,451,022			
Difference				1	
Rounding				(1)	
Unreconciled difference				0	



Medical Loss Ratio Report - Total  
Grand Region

MCO

1944

AMERIGROUP, Tennessee, Inc.	2009												2010												For the Year 6/30/2010 2,353,818	2010												For the Year 6/30/2011 2,423,806
	Reporting Month						Incurred Month						Incurred Month						Incurred Month																			
	July	August	September	October	November	December	January	February	March	April	May	June	July	August	September	October	November	December	January	February	March	April	May	June														
<b>Enrollment</b>	193,482	192,406	190,840	191,203	191,550	192,027	195,125	195,762	196,847	197,539	197,961	199,076	198,527	200,355	201,773	202,366	202,373	202,248	202,354	202,349	202,604	202,721	203,164	202,971														
<b>Capitation Revenue</b>	\$56,699,901	\$55,549,745	\$54,620,650	\$54,560,133	\$54,479,940	\$54,529,104	\$55,746,440	\$55,628,096	\$55,851,170	\$55,953,405	\$56,229,500	\$57,823,709	\$73,671,792	\$72,999,675	\$73,511,537	\$73,867,382	\$74,314,550	\$74,571,774	\$74,627,513	\$75,169,547	\$75,122,092	\$75,395,925	\$75,735,162	\$75,890,067	\$76,139,130	\$87,364,354												
<b>Premium Tax</b>	\$3,118,495	\$3,055,236	\$3,004,136	\$3,000,807	\$2,996,397	\$2,999,101	\$3,066,054	\$3,059,545	\$4,006,814	\$4,012,437	\$4,027,622	\$4,060,304	\$4,040,949	\$4,014,982	\$4,044,235	\$4,062,706	\$4,087,300	\$4,101,448	\$4,104,513	\$4,134,325	\$4,131,715	\$4,146,776	\$4,165,434	\$4,177,954	\$4,187,652	\$49,355,039												
<b>Capitation Revenue Net of Premium Tax</b>	\$53,581,407	\$52,494,509	\$51,616,514	\$51,559,325	\$51,483,543	\$51,530,003	\$52,680,386	\$52,568,551	\$68,844,356	\$68,940,968	\$69,201,877	\$69,763,405	\$69,630,843	\$68,984,692	\$69,467,303	\$69,804,676	\$70,227,250	\$70,470,326	\$70,523,000	\$71,035,222	\$70,990,377	\$71,249,149	\$71,569,728	\$71,716,113	\$71,951,477	\$848,009,315												
<b>Payments for Covered Services for the Month</b>																																						
<b>Medical Services</b>																																						
<b>CMS 1450/UB 92 Payments by the Claims Processing System</b>																																						
<b>Inpatient - Maternity</b>	\$1,560,602	\$1,515,402	\$1,667,217	\$1,621,976	\$1,517,980	\$1,826,872	\$1,465,533	\$1,431,896	\$1,469,689	\$1,396,948	\$1,482,992	\$1,378,431	\$1,335,537	\$1,556,454	\$1,603,798	\$1,677,210	\$1,797,802	\$1,547,181	\$1,714,003	\$1,604,042	\$1,619,448	\$1,619,991	\$1,327,217	\$1,429,571	\$1,539,434	\$19,036,153												
<b>Inpatient - Newborn</b>	\$3,307,524	\$2,463,649	\$2,549,520	\$2,760,970	\$2,538,775	\$2,375,014	\$2,699,604	\$1,990,636	\$2,655,518	\$2,360,831	\$2,216,959	\$2,634,452	\$30,753,451	\$3,410,947	\$3,213,783	\$2,517,349	\$3,391,323	\$2,602,468	\$2,734,686	\$3,393,963	\$2,180,207	\$3,718,790	\$4,446,815	\$3,359,827	\$2,257,558	\$36,227,716												
<b>Inpatient - Medical</b>	\$5,462,594	\$3,723,045	\$4,707,991	\$5,271,086	\$4,892,761	\$3,663,691	\$3,168,453	\$2,932,448	\$3,323,319	\$2,868,892	\$2,584,378	\$3,156,579	\$45,775,238	\$3,038,721	\$3,051,944	\$2,869,510	\$2,706,557	\$2,820,560	\$3,823,629	\$3,954,584	\$2,991,336	\$3,152,174	\$3,674,193	\$3,135,495	\$3,275,914	\$38,494,619												
<b>Inpatient - Surgery</b>	\$3,176,779	\$3,209,453	\$2,932,515	\$2,868,838	\$2,341,939	\$2,375,603	\$4,641,001	\$4,084,903	\$3,724,851	\$3,569,617	\$2,813,324	\$3,865,581	\$39,624,404	\$4,146,689	\$5,538,512	\$3,812,022	\$3,344,616	\$2,917,331	\$3,101,300	\$4,370,941	\$3,073,846	\$4,434,563	\$3,462,246	\$4,191,850	\$4,530,316	\$46,024,233												
<b>Inpatient - Other</b>	\$135,793	\$100,273	\$72,847	\$76,790	\$71,331	\$152,481	\$1,815,419	\$1,448,327	\$2,191,433	\$935,864	\$977,846	\$1,031,521	\$9,009,924	\$1,345,897	\$499,399	\$256,214	\$447,242	\$34,049	\$216,356	\$335,245	\$458,366	\$315,104	\$419,807	\$152,904	\$225,913	\$4,626,398												
<b>Outpatient - Emergency Room</b>	\$2,476,312	\$2,898,383	\$3,390,927	\$2,855,388	\$1,924,285	\$1,903,740	\$1,925,206	\$1,746,282	\$2,147,360	\$2,066,619	\$2,196,994	\$2,077,804	\$27,609,299	\$2,061,744	\$2,099,522	\$2,043,322	\$2,064,224	\$2,121,785	\$2,051,272	\$2,116,544	\$2,171,636	\$2,156,058	\$2,272,881	\$2,096,635	\$25,373,904	\$19,597,619												
<b>Outpatient - Laboratory</b>	\$463,317	\$490,700	\$532,608	\$434,896	\$449,000	\$466,683	\$456,508	\$438,523	\$514,992	\$465,574	\$417,570	\$462,236	\$5,592,605	\$435,457	\$503,809	\$475,343	\$466,680	\$488,637	\$490,380	\$536,211	\$518,936	\$556,799	\$498,459	\$504,378	\$482,529	\$5,957,619												
<b>Outpatient - Radiology</b>	\$1,307,418	\$1,275,164	\$1,184,031	\$1,095,935	\$957,051	\$1,024,463	\$988,652	\$930,133	\$1,196,547	\$1,194,802	\$1,051,738	\$1,145,421	\$13,266,107	\$1,082,574	\$1,177,157	\$1,195,550	\$1,198,104	\$1,256,564	\$1,051,899	\$989,363	\$1,003,242	\$1,121,327	\$1,115,319	\$1,132,380	\$1,109,825	\$13,233,302												
<b>Outpatient - Surgery</b>	\$1,777,229	\$1,886,244	\$1,770,087	\$1,921,149	\$1,533,264	\$1,681,165	\$1,659,521	\$1,676,805	\$2,194,461	\$2,029,236	\$1,845,472	\$2,015,178	\$21,989,760	\$1,968,071	\$2,128,305	\$1,941,244	\$1,896,764	\$1,810,226	\$1,750,737	\$1,620,013	\$1,822,590	\$2,110,025	\$2,107,327	\$1,925,430	\$2,151,270	\$23,232,002												
<b>Outpatient - Other</b>	\$745,393	\$767,317	\$808,721	\$812,273	\$750,208	\$831,468	\$761,135	\$773,304	\$941,728	\$923,407	\$906,792	\$881,563	\$9,903,309	\$774,315	\$909,976	\$909,943	\$981,713	\$882,810	\$860,778	\$812,581	\$822,282	\$978,913	\$985,467	\$965,534	\$953,909	\$10,837,320												
<b>Hospice</b>	\$789,864	\$757,969	\$720,026	\$751,273	\$688,954	\$707,040	\$651,676	\$594,343	\$669,651	\$657,593	\$723,595	\$806,195	\$8,515,180	\$772,052	\$781,818	\$787,931	\$1,432,404	\$1,591,368	\$1,748,178	\$1,700,120	\$1,713,273	\$2,006,504	\$1,984,057	\$2,132,108	\$2,156,903	\$20,463,581												
<b>Long-Term Care Payments</b>																																						
<b>Level I Facility</b>	\$0	\$600	\$0	\$0	\$0	\$0	\$1,050	\$1,050	\$10,578,336	\$10,247,207	\$10,726,505	\$10,293,262	\$41,848,011	\$11,554,870	\$11,675,209	\$11,398,700	\$11,895,247	\$11,492,694	\$11,820,856	\$11,693,263	\$10,227,293	\$11,492,161	\$11,129,305	\$11,564,233	\$11,226,873	\$137,170,703												
<b>Level II Facility</b>	\$48,800	\$70,500	\$60,125	\$70,625	\$78,250	\$29,075	\$38,875	\$47,125	\$1,342,992	\$1,429,348	\$1,512,914	\$1,404,725	\$6,133,535	\$1,545,276	\$1,561,454	\$1,414,465	\$1,395,976	\$1,402,204	\$1,404,513	\$1,358,320	\$1,235,457	\$1,402,903	\$1,385,024	\$1,418,550	\$1,322,147	\$16,856,490												
<b>Home and Community Based Services</b>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$875,643	\$936,151	\$1,016,354	\$1,135,562	\$3,963,710	\$1,261,245	\$1,358,959	\$1,378,511	\$1,591,368	\$1,748,178	\$1,700,120	\$1,713,273	\$2,006,504	\$1,984,057	\$2,132,108	\$2,156,903	\$20,463,581													
<b>CMS 1500 Payments by the Claims Processing System</b>																																						
<b>Prof - ERM</b>	\$8,942,489	\$8,878,451	\$8,964,203	\$8,766,859	\$8,102,140	\$8,085,264	\$7,844,180	\$7,782,927	\$9,279,716	\$8,672,764	\$7,600,390	\$8,204,640	\$101,124,023	\$8,083,324	\$8,718,289	\$8,832,080	\$8,410,542	\$8,567,200	\$7,846,251	\$8,066,841	\$8,624,869	\$9,207,655	\$8,396,326	\$8,548,273	\$8,233,178	\$101,534,826												
<b>Prof - Home Health</b>	\$2,595,493	\$2,589,985	\$2,515,759	\$2,509,782	\$2,382,045	\$2,417,790	\$2,494,783	\$2,358,076	\$2,789,391	\$2,711,381	\$2,675,955	\$2,652,655	\$30,693,094	\$2,610,216	\$2,584,307	\$2,458,403	\$2,448,016	\$2,424,111	\$2,460,932	\$2,341,074	\$2,129,466	\$2,374,265	\$2,244,722	\$2,279,505	\$2,158,643	\$28,513,661												
<b>Prof - Maternity</b>	\$1,231,690	\$1,157,578	\$1,218,114	\$1,209,007	\$1,080,879	\$1,209,689	\$1,168,695	\$1,152,416	\$1,278,097	\$1,127,178	\$1,114,874	\$1,056,506	\$14,004,724	\$1,244,500	\$1,271,432	\$1,233,743	\$1,175,187	\$1,186,260	\$1,203,258	\$1,142,271	\$1,111,206	\$1,185,283	\$1,146,151	\$1,143,018	\$1,263,912	\$14,306,222												
<b>Prof - Surgery</b>	\$890,299	\$768,577	\$756,625	\$708,804	\$641,907	\$578,857	\$630,171	\$594,054	\$781,351	\$684,181	\$617,013	\$700,041	\$8,351,878	\$682,572	\$731,861	\$716,252	\$719,960	\$661,608	\$655,432	\$750,932	\$655,921	\$724,407	\$791,476	\$818,402	\$848,473	\$8,757,296												
<b>Prof - DME</b>	\$396,009	\$472,209	\$379,545	\$366,027	\$400,024	\$411,384	\$379,531	\$361,083	\$439,000	\$413,224	\$388,164	\$422,011	\$4,828,211	\$376,053	\$385,488	\$469,754	\$428,411	\$483,349	\$455,126	\$347,514	\$341,088	\$434,697	\$446,033	\$463,128	\$5,156,793	\$1,567,963												
<b>Prof - Lab</b>	\$915,912	\$957,578	\$994,723	\$973,711	\$828,023	\$826,226	\$817,317	\$831,886	\$1,000,109	\$875,227	\$734,768	\$791,185	\$10,546,666	\$744,550	\$848,748	\$848,529	\$766,393	\$743,277	\$717,484	\$812,092	\$848,540	\$888,834	\$748,113	\$768,527	\$782,786	\$9,514,875												
<b>Prof - Radiology</b>	\$1,009,669	\$959,272	\$993,906	\$972,256	\$928,555	\$942,464	\$913,891	\$895,539	\$1,076,260	\$1,008,217	\$891,091	\$967,491	\$11,558,611	\$945,865	\$1,013,733	\$990,253	\$929,429	\$923,313	\$844,094	\$870,123	\$846,174	\$932,663	\$944,724	\$922,653	\$1,181,789	\$1,511,879												
<b>Prof - Transportation</b>	\$248,179	\$272,643	\$287,645	\$277,275	\$248,376	\$260,580	\$276,945	\$241,417	\$277,911	\$278,565	\$276,382	\$294,210	\$3,240,127	\$294,469	\$308,937	\$292,387	\$299,690	\$265,994	\$294,988	\$324,319	\$275,553	\$320,155	\$316,400	\$311,234	\$293,563	\$3,597,688												
<b>Prof - Other</b>	\$1,908,455	\$2,015,188	\$2,196,014	\$2,152,908	\$1,934,019	\$1,849,429	\$1,846,648	\$1,760,634	\$2,077,276	\$1,938,713	\$1,840,181	\$1,926,192	\$23,445,658	\$1,942,188	\$2,100,372	\$2,179,244	\$2,064,399	\$1,905,697	\$2,017,666	\$1,961,805	\$2,194,463	\$2,031,692	\$2,046,340	\$1,992,225	\$24,598,887	\$1,567,963												
<b>Capitation Payments</b>	\$982,054	\$975,273	\$921,450	\$1,152,336	\$1,138,539	\$1,133,058	\$1,298,380	\$1,331,642	\$1,316,149	\$1,347,689	\$1,376,480	\$1,363,478	\$14,336,529	\$1,410,113	\$1,032,459	\$1,401,273	\$1,371,562	\$1,416,489	\$1,415,717	\$1,315,543	\$1,388,084	\$1,476,705	\$1,429,700	\$1,427,337	\$1,410,641	\$16,495,623												
<b>Sub</b>																																						

Medical Loss Ratio Report - Total  
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month

Enrollment	2011												2012						For the Year Ended 6/30/2012	2013						For the Year Ended 6/30/2013
	Incurred Month						Incurred Month						Incurred Month													
	July	August	September	October	November	December	January	February	March	April	May	June	July	August	September	October	November	December		January	February	March	April	May	June	
	201,241	201,941	202,807	203,364	202,758	202,379	201,946	201,917	201,460	201,509	201,167	200,955	2,423,444	199,331	200,415	201,473	200,677	199,475	195,807							1,197,176
<b>Capitation Revenue</b>	\$70,454,322	\$71,046,376	\$71,361,339	\$71,780,345	\$71,813,675	\$71,813,681	\$71,137,680	\$71,449,170	\$71,539,468	\$71,560,765	\$71,552,921	\$71,561,248	\$857,070,989	\$70,285,252	\$70,241,283	\$70,228,704	\$69,875,574	\$69,506,598	\$68,283,196							\$418,420,607
<b>Capitation Tax</b>	\$3,874,988	\$3,907,551	\$3,924,874	\$3,947,919	\$3,949,752	\$3,949,752	\$3,912,572	\$3,929,704	\$3,934,671	\$3,935,842	\$3,935,411	\$3,935,869	\$47,138,904	\$3,865,689	\$3,863,271	\$3,862,579	\$3,843,157	\$3,822,863	\$3,755,576							\$23,013,133
<b>Capitation Revenue Net of Premium Tax</b>	\$66,579,334	\$67,138,826	\$67,436,465	\$67,832,426	\$67,863,923	\$67,863,928	\$67,225,107	\$67,519,465	\$67,604,797	\$67,624,923	\$67,617,510	\$67,625,379	\$809,932,084	\$66,419,563	\$66,378,012	\$66,366,125	\$66,032,417	\$65,683,735	\$64,527,620							\$395,407,473
<b>Payments for Covered Services for the Month</b>																										
<b>Medical Services</b>																										
<b>CMS 1450/UB 92 Payments by the Claims Processing System</b>																										
Inpatient - Maternity	\$1,622,775	\$1,752,285	\$1,637,395	\$1,462,366	\$1,547,768	\$1,661,848	\$1,548,929	\$1,589,888	\$1,618,103	\$1,582,855	\$1,631,486	\$1,484,072	\$19,139,770	\$1,940,113	\$1,668,616	\$1,719,759	\$1,824,629	\$1,657,052	\$662,429							\$9,472,598
Inpatient - Newborn	\$2,337,284	\$3,115,518	\$2,595,319	\$2,999,352	\$3,075,040	\$2,472,456	\$3,826,191	\$2,468,505	\$3,097,442	\$2,335,055	\$2,413,263	\$3,033,643	\$33,769,066	\$3,439,007	\$2,365,915	\$2,369,979	\$2,340,061	\$1,263,290	\$229,654							\$12,007,906
Inpatient - Medical	\$2,683,835	\$3,387,927	\$3,069,678	\$2,910,140	\$3,086,774	\$3,366,893	\$4,328,159	\$3,566,720	\$3,718,939	\$3,370,947	\$3,093,866	\$2,940,433	\$39,524,312	\$2,611,220	\$3,068,512	\$2,994,995	\$2,685,313	\$2,445,915	\$782,399							\$14,188,353
Inpatient - Surgery	\$3,340,912	\$3,343,626	\$3,817,680	\$3,469,449	\$3,706,724	\$4,238,904	\$4,497,226	\$4,594,516	\$5,062,596	\$5,126,798	\$4,128,272	\$5,057,096	\$50,383,798	\$3,306,392	\$3,776,683	\$2,666,512	\$2,994,559	\$2,326,796	\$715,270							\$15,786,212
Inpatient - Other	\$226,839	\$188,223	\$236,493	\$366,734	\$146,932	\$271,013	\$209,016	\$157,556	\$158,043	\$163,805	\$195,455	\$291,477	\$2,611,586	\$205,088	\$204,425	\$195,976	\$223,700	\$143,390	\$12,615							\$985,193
Outpatient - Emergency Room	\$2,153,727	\$2,233,051	\$2,173,120	\$2,139,751	\$2,035,442	\$2,182,312	\$2,527,855	\$2,786,206	\$2,700,196	\$2,757,012	\$2,615,576	\$28,309,910	\$2,673,340	\$2,899,782	\$2,833,952	\$2,788,063	\$2,317,424	\$1,434,784	\$14,949,344							\$14,949,344
Outpatient - Laboratory	\$439,304	\$529,544	\$486,077	\$485,703	\$485,433	\$418,301	\$460,903	\$378,308	\$395,308	\$368,100	\$367,454	\$326,701	\$5,141,135	\$343,831	\$375,193	\$315,261	\$362,127	\$326,459	\$198,946							\$1,921,817
Outpatient - Radiology	\$972,097	\$1,152,158	\$1,147,379	\$1,092,577	\$1,039,481	\$941,392	\$1,075,563	\$1,030,285	\$1,028,901	\$1,074,754	\$1,173,082	\$1,732,082	\$19,751	\$12,552,063	\$993,138	\$1,091,013	\$994,316	\$1,077,660	\$891,447							\$5,461,871
Outpatient - Surgery	\$1,847,763	\$2,250,112	\$1,974,717	\$1,897,772	\$1,978,527	\$1,782,533	\$2,245,670	\$2,285,954	\$2,273,765	\$2,367,024	\$2,341,043	\$2,231,110	\$25,475,990	\$2,437,371	\$2,580,753	\$2,007,437	\$2,422,359	\$2,155,813	\$938,289							\$12,542,022
Outpatient - Other	\$998,157	\$1,101,386	\$1,303,117	\$1,344,033	\$1,281,125	\$1,176,826	\$1,287,417	\$1,394,422	\$1,394,422	\$1,378,028	\$1,474,912	\$1,412,591	\$1,390,292	\$1,501,861	\$1,405,717	\$2,235,045	\$2,133,024	\$766,177	\$9,432,116							\$9,432,116
Hospice	\$892,843	\$862,196	\$826,733	\$814,872	\$774,155	\$783,177	\$701,597	\$756,449	\$850,484	\$757,458	\$805,777	\$794,003	\$9,619,744	\$850,709	\$829,373	\$820,590	\$833,481	\$657,383	\$0							\$3,991,536
Long-Term Care Payments																										
Level I Facility	\$11,680,396	\$11,916,823	\$11,354,220	\$11,672,457	\$11,161,710	\$11,608,308	\$11,247,802	\$10,380,302	\$11,331,698	\$10,865,961	\$11,512,867	\$11,136,355	\$135,868,900	\$12,565,034	\$12,535,642	\$12,184,899	\$12,474,340	\$11,295,742	\$1,648,079							\$62,703,736
Level II Facility	\$1,386,150	\$1,338,123	\$1,246,548	\$1,362,931	\$1,410,984	\$1,408,103	\$1,339,722	\$1,244,820	\$1,397,162	\$1,364,366	\$1,362,560	\$1,299,977	\$16,101,455	\$1,209,687	\$1,007,040	\$794,594	\$683,210	\$591,605	\$78,574							\$4,364,711
Home and Community Based Services	\$2,186,393	\$2,497,558	\$2,475,586	\$2,648,384	\$2,719,490	\$2,851,604	\$2,851,604	\$2,788,505	\$3,120,395	\$3,084,565	\$3,371,173	\$3,235,612	\$33,193,193	\$3,257,726	\$3,469,839	\$3,210,373	\$3,475,276	\$2,925,016	\$730,945							\$17,069,177
<b>CMS 1500 Payments by the Claims Processing System</b>																										
Prof - ERM	\$7,557,290	\$9,233,892	\$8,376,461	\$8,303,979	\$8,233,686	\$7,730,624	\$8,862,705	\$8,772,601	\$9,032,346	\$8,556,275	\$8,819,267	\$7,994,849	\$101,473,974	\$7,693,126	\$8,622,125	\$7,488,774	\$8,239,883	\$7,471,757	\$3,954,155							\$43,469,820
Prof - Home Health	\$2,048,320	\$2,051,985	\$1,945,062	\$1,958,641	\$1,984,654	\$1,986,484	\$1,854,464	\$1,746,515	\$1,864,001	\$1,790,221	\$1,822,617	\$1,732,082	\$22,785,048	\$1,783,598	\$1,798,093	\$1,608,582	\$1,714,311	\$1,439,217	\$213,050							\$8,556,851
Prof - Maternity	\$1,188,573	\$1,366,842	\$1,268,359	\$1,154,310	\$1,215,819	\$1,279,619	\$1,283,035	\$1,349,306	\$1,420,180	\$1,333,033	\$1,337,574	\$1,283,565	\$15,480,217	\$1,467,467	\$1,431,022	\$1,315,918	\$1,348,086	\$1,253,799	\$604,991							\$7,421,283
Prof - Surgery	\$713,017	\$834,475	\$803,490	\$697,699	\$676,766	\$643,023	\$797,572	\$732,548	\$755,785	\$866,670	\$826,930	\$757,857	\$9,105,833	\$808,600	\$796,433	\$705,454	\$754,930	\$702,501	\$329,236							\$4,097,214
Prof - DME	\$448,441	\$428,824	\$427,602	\$485,226	\$488,839	\$546,419	\$503,832	\$541,069	\$497,791	\$573,866	\$558,443	\$6,042,941	\$495,517	\$508,256	\$449,025	\$524,510	\$469,761	\$218,164	\$2,665,233							\$4,861,088
Prof - Lab	\$667,237	\$830,801	\$743,486	\$678,178	\$733,428	\$701,691	\$820,070	\$829,663	\$850,148	\$830,756	\$911,875	\$859,720	\$9,457,053	\$854,138	\$977,347	\$785,356	\$884,902	\$808,597	\$490,783							\$4,801,122
Prof - Radiology	\$791,400	\$946,885	\$927,264	\$914,991	\$892,357	\$851,922	\$928,439	\$966,717	\$948,576	\$950,843	\$949,440	\$887,840	\$10,956,674	\$870,288	\$952,707	\$848,645	\$946,008	\$803,755	\$439,685							\$4,861,088
Prof - Other	\$305,657	\$282,320	\$298,561	\$280,955	\$259,099	\$248,688	\$288,328	\$268,040	\$287,098	\$295,309	\$311,833	\$306,849	\$3,432,738	\$287,051	\$293,678	\$248,339	\$262,269	\$218,611	\$105,265							\$1,415,212
Prof - Transportation	\$1,930,513	\$2,277,307	\$2,126,867	\$2,120,973	\$2,014,578	\$1,937,048	\$2,111,222	\$2,066,673	\$2,194,597	\$2,168,529	\$2,263,709	\$2,044,407	\$25,256,422	\$2,116,540	\$2,339,811	\$2,113,761	\$2,326,258	\$2,030,448	\$961,459							\$11,888,277
Capitation Payments	\$1,404,222	\$1,427,557	\$1,403,625	\$1,391,077	\$1,479,697	\$1,370,833	\$1,284,058	\$1,289,257	\$1,299,669	\$1,257,489	\$1,308,353	\$1,326,053	\$16,241,891	\$1,291,383	\$1,350,568	\$1,338,309	\$1,371,765	\$1,379,356	\$1,373,394							\$8,104,774
Subcontractor Payments for Medical Services	\$207,076	\$255,891	\$186,157	\$207,223	\$209,268	\$189,384	\$211,620	\$231,329	\$228,804	\$199,549	\$177,311	\$171,211	\$2,474,824	\$257,369	\$262,714	\$216,224	\$234,297	\$180,961	\$114,101							\$1,265,666
Other Medical (provide description)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0							\$0
<b>Behavioral Health</b>																										
Inpatient Payments by the Claims Processing System	\$1,309,583	\$1,390,404	\$1,158,501	\$1,181,472	\$1,203,864	\$1,026,381	\$1,351,598	\$1,232,180	\$1,248,306	\$1,145,682	\$1,296,475	\$1,110,796	\$14,655,242	\$1,169,843	\$1,262,096	\$1,048,861	\$1,054,328	\$740,611	\$182,638							\$3,458,376
Outpatient Payments by the Claims Processing System	\$1,015,283	\$1,230,592	\$1,275,269	\$1,237,729	\$1,230,568	\$1,101,006	\$1,302,783	\$1,337,993	\$1,383,894	\$1,310,086	\$1,390,626	\$1,152,819	\$14,968,649	\$1,165,749	\$1,362,492	\$1,240,218	\$1,341,137	\$1,229,087	\$761,116							\$7,099,799
Supported Housing Payments by the Claims Processing System	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0							\$0
Intensive Outpatient Payments by the Claims Processing System	\$4,133	\$7,010	\$4,884	\$5,559	\$3,098	\$11,396	\$9,768	\$7,770	\$5,624	\$10,138	\$9,694	\$5,402	\$84,476	\$3,996	\$5,402	\$7,918	\$8,066	\$5,698	\$0							\$31,080
Partial Hospitalization Payments by the Claims Processing System	\$4,499	\$8,820	\$15,345	\$6,287	\$5,702	\$5,963	\$21,143	\$8,623	\$5,452	\$3,489	\$3,899	\$5,392	\$94,614	\$2,183	\$7,332	\$9,832	\$11,847	\$4,848	\$1,610							\$37,652
In Home Payments by the Claims Processing System	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0							\$0
Transportation Payments by the Claims Processing System	\$14,706	\$12,197	\$13,154	\$17,854	\$14,606	\$15,573	\$15,531	\$16,013	\$19,366	\$13,941	\$16,890	\$14,730	\$184,561	\$17,738	\$12,882	\$14,816										